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From:

Account Name : WHITE & CASE
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Phone : (305) 371-2700
Fax Number : (305) 358-5744

Head Note
Articles contain
an effective
DATE of MARCH
15, 2001

FLORIDA NON-PROFIT CORPORATION

Tenth Anniversary, Inc.

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ARTICLES OF INCORPORATION OF
TENTH ANNIVERSARY, INC.
A Florida Corporation Not for Profit

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of this corporation shall be TENTH ANNIVERSARY, INC.
The mailing address of the Corporation shall be 169 Miracle Mile, Suite 200, Coral Gables, FL 33134.

ARTICLE II

Purposes

The Corporation is organized for the specific purpose of promoting the tenth anniversary celebration of the incorporation of the Village of Key Biscayne, Florida and organizing and conducting events and activities celebrate such anniversary.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. The Corporation shall use or distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

Section 6. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.

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Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

H. William Walker, Jr.
White & Case LLP
200 S. Biscayne Boulevard, Suite 4900
Miami, FL 33131

ARTICLE VII

Term of Existence

This Corporation shall have perpetual existence.

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ARTICLE VIII

Nonstock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for membership, the manner of admission to membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Marilyn Borroto	c/o 755 Crandon Boulevard Key Biscayne, Florida 33149
Wilfredo Borroto	c/o 755 Crandon Boulevard Key Biscayne, Florida 33149
Carlos M. de la Cruz, Jr.	c/o 755 Crandon Boulevard

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C. Samuel Kissinger	Key Biscayne, Florida 33149 c/o 755 Crandon Boulevard Key Biscayne, Florida 33149
John A. Hinson	c/o 755 Crandon Boulevard Key Biscayne, Florida 33149
Kathy Susnjer	c/o 755 Crandon Boulevard Key Biscayne, Florida 33149
Anne Wright	c/o 755 Crandon Boulevard Key Biscayne, Florida 33149

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall be elected from the Board of Directors, and shall include a President, a Secretary, a Treasurer and other officers as designated in the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is White & Cae LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is H. William Walker, Jr.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is H. William Walker, Jr.

ARTICLE XIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided in the Bylaws.

ARTICLE XIV

Effective Date

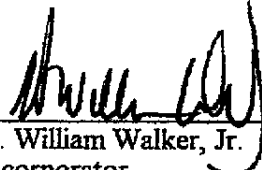
The effective date of these Articles of Incorporation shall be March 15, 2001.

ARTICLE XV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal this 15th day of March, 2001.



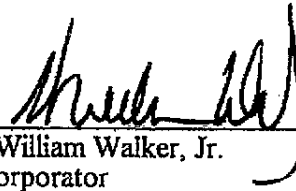
H. William Walker, Jr.
Incorporator

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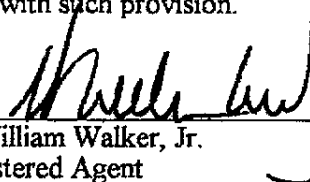
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Tenth Anniversary, Inc., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated White & case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named H. William Walker, Jr., located at said address as its initial Registered Agent.


H. William Walker, Jr.
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.


H. William Walker, Jr.
Registered AgentFILED
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