

NO1000002152

LAW OFFICES
KOEPPEL, GOTTLIEB, MESCHES, HERZFELD & RUBIN

ESPERANTÉ BUILDING
222 LAKEVIEW AVENUE
SUITE 260

WEST PALM BEACH, FLORIDA 33401-6146

STUART M. GOTTLIEB, P.A.
STUART M. GOTTLIEB
MEMBER FL & NY BARS

TELEPHONE (561) 659-4020
TELECOPIER (561) 659-5399
E-MAIL: smg01@bellsouth.net

March 21, 2001

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations - New Filing Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Not-For-Profit Incorporation
Archissimo Foundation, Inc.

100003893091--2
-03/22/01--01078--006
*****78.75 *****78.75

Gentlemen/Ladies:

Enclosed are the original and one copy of Articles of Incorporation for Archissimo Foundation, Inc. together with my firm's check in the amount of \$78.75, representing the filing fee of \$70 and \$8.75 for a Certificate of Status. Please file the original and return the stamped copy and the Certificate of Status to me in the envelope provided therefor.

If you have any questions please do not hesitate to contact me.

Sincerely yours,

SMG

Stuart M. Gottlieb

SMG/id

Encl.

V:\4762-wayne\dpt state 321.wpd

FILED
01 MAR 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIALLY AFFILIATED FIRMS

HERZFELD & RUBIN
SUITE 1501, 801 BRICKELL AVE.
MIAMI, FLORIDA

HERZFELD & RUBIN, P.C.
40 WALL STREET
NEW YORK, NEW YORK

HERZFELD & RUBIN
1825 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA

HERZFELD & RUBIN
SUITE 400
1901 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA

BARR, MURMAN, TONELLI,
HERZFELD & RUBIN
SUITE 901, 201 E. KENNEDY BLVD.
TAMPA, FLORIDA

DECICCIO, HERZFELD & RUBIN
652 W. MORSE BOULEVARD
WINTER PARK, FLORIDA

BULLOCK, CHILDS, PENDLEY,
REED, HERZFELD & RUBIN
SUITE 711, 233 E. BAY STREET
JACKSONVILLE, FLORIDA

CHASE, KURSHAN, SUHR,
WEIDENFELD, HERZFELD & RUBIN, LLC
ONE RIVERFRONT PLAZA, SUITE 500
NEWARK, NEW JERSEY

gpc/28

ARTICLES OF INCORPORATION

OF

ARCHISSIMO FOUNDATION, INC.

FILED
01 MAR 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not for profit corporation under the Florida Not For Profit Corporation Act, hereby organize and incorporate under the laws of the State of Florida, as follows:

ARTICLE I - Name of Corporation

The name of this corporation (hereinafter called the "Corporation") is Archissimo Foundation, Inc.

ARTICLE II - Address

The street address of the initial principal office of the Corporation is 265 Austin Lane, West Palm Beach, Florida 33401, and the mailing address of the Corporation is the same.

ARTICLE III - Purpose

(a) The Corporation shall be a not for profit corporation under Florida Statute Sections 617.01011 et seq. The purposes for which the Corporation is to be formed are to further the arts and humanities, to receive and administer funds for educational and charitable purposes relating to the arts and humanities, to facilitate education, growth and appreciation of the arts in the community so as to insure the continuation of an interest in the arts in the generations to come, and for any other purpose consistent with being an educational or charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its

directors or officers except as permitted under the Florida Not For Profit Corporation Act.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be amended.

(d) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended.

ARTICLE IV -Directors

The manner in which the directors of the Corporation are to be elected or appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE V - Registered Agent

The street address of the Corporation's initial registered office is c/o Koeppel, Gottlieb, Mesches, Herzfeld & Rubin, 222 Lakeview Avenue, Suite 260, West Palm Beach, Florida 33401; the name of the

Corporation's initial registered agent at the above address is Stuart M. Gottlieb; and the written acceptance of appointment of the initial registered agent is annexed hereto.

ARTICLE VI - Incorporators and Initial Directors

The name and address of each incorporator and initial director are:

<u>Name</u>	<u>Address</u>
Dennis Wayne	265 Austin Lane West Palm Beach, Florida 33401
Tony Catanzaro	1809 Ponce de Leon Blvd. Coral Gables, FL 33134
Rob McKay	1535 Jackson Street Hollywood, FL 33020

ARTICLE VII - Initial Officers

The initial officers of the Corporation who shall serve until the first annual meeting of the members and directors of the Corporation are:

<u>Name</u>	<u>Office</u>
Dennis Wayne	President
Tony Catanzaro	Vice President
Rob McKay	Secretary
Tony Catanzaro	Treasurer

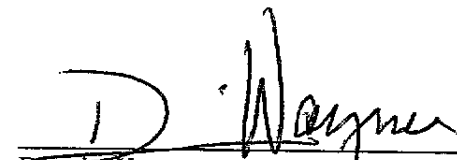
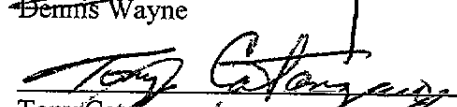
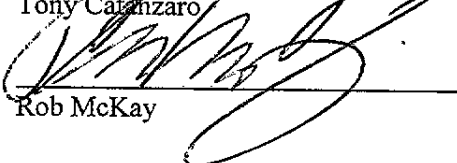
ARTICLE VIII - Corporate Existence

Except as provided herein or by applicable law, the existence of the Corporation shall be perpetual.

ARTICLE IX - Territory

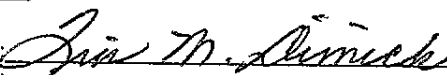
The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

In witness whereof, the undersigned have signed these Articles of Incorporation on March 2, 2001.


Dennis Wayne

Tony Catanzaro

Rob McKay

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of March, 2001, by DENNIS WAYNE, who is personally known to me (Yes) [No] or who has produced _____ as identification.

Sign Name: 
Print Name: _____
Notary Public

[Notary Seal]

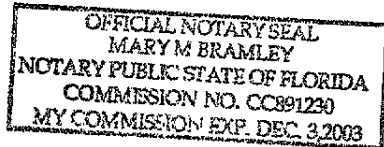
My commission expires: _____ Iris M Dimick
My commission number is: _____ My Commission CC793434
Expires December 25, 2002

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 6th day of March, 2001, by TONY CATANZARO, who is personally known to me [Yes][No] or who has produced Florida Drivers License as identification.

Sign Name: Mary M. Bramley
Print Name: Mary M. Bramley
Notary Public

[Notary Seal]



My commission expires: _____
My commission number is: _____

STATE OF FLORIDA)
)ss:
COUNTY OF Broward)

The foregoing instrument was acknowledged before me this 7 day of March, 2001, by ROB McKAY, who is personally known to me [Yes][No] or who has produced FLDL as identification.

Sign Name: Mariaeliza Rodriguez
Print Name: Mariaeliza Rodriguez
Notary Public

[Notary Seal]



My commission expires: _____
My commission number is: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
01 MAR 22 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Florida Statutes the following is submitted:

Archissimo Foundation, Inc. has named Stuart M. Gottlieb, who is located at c/o Koeppel, Gottlieb, Mesches, Herzfeld & Rubin, 222 Lakeview Avenue, Suite 260, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Stuart M. Gottlieb