



ATTORNEYS AT LAW
THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

N 01000007306

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KEY WEST, FL 33040-6585

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FIRST UNION BANK BUILDING
24 CATHEDRAL PLACE, SUITE 506
ST. AUGUSTINE, FL 32084

TELEPHONE: 904.823.1440
FACSIMILE: 904.824.2420
E-MAIL: postmaster@taflaw.com

REPLY TO: ST. AUGUSTINE OFFICE

October 11, 2001

DIRECT DIAL: (904)823-1440
E-MAIL: kkane@taflaw.com

VIA UPS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700004634337--5
-10/12/01--01027--004
*****87.50 *****87.50

Re: Spanish Treasures of the Americas, Inc.

Dear Sir or Madam:

Please find enclosed two (2) duplicate original Articles of Incorporation for the above referenced corporation, and a check in the amount of \$87.50, representing the following:

Filing fee	35.00
Designation of Registered Agent	35.00
Certificate of Status	8.75
Certified Copy	8.75

Total.....\$87.50

Please file one set of originals and return one certified copy along with the certificate of status to the undersigned in the enclosed stamped and self-addressed envelope.

Sincerely,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

Kevin Kane

Kevin Kane

01 OCT 12 AM 7:01

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. C. HOGAN

OCT 12 2001

**ARTICLES OF INCORPORATION OF
SPANISH TREASURES OF THE AMERICAS, INC.
(a corporation not-for-profit)**

The undersigned, acting as incorporator of a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 OCT 1988 AM 7:01

**ARTICLE I
Name**

The name of the corporation (hereinafter referred to as "Corporation") shall be "Spanish Treasures of the Americas, Inc."

**ARTICLE II
Principal Place of Business and Street Address**

The street and mailing address of the initial principal office of the Corporation shall be 24 Cathedral Place, Suite 506, St. Augustine, Florida 32084.

**ARTICLE III
Purposes**

The Corporation is organized exclusively for charitable purposes; including, for such purposes, without limitation, the following:

- a. the promotion of Spanish cultural and historical heritage in St. Augustine, Florida,
- b. the stimulation of greater governmental and public awareness and support of the performing, visual, performing and literary arts in St. Augustine, Florida and of all of the Americas,
- c. the efficient use of public and private resources for the development and support of the arts in St. Augustine, Florida,
- d. the creation of opportunities for artists to participate in artistic activities and develop their artistic talents, and,
- e. the education of the public on the subject of St. Augustine being part of the Old Spanish Trail and on the history of the Spanish people in St. Augustine and the rest of the Americas.

**ARTICLE IV
Election of Directors**

The method of electing directors shall be as set forth in the bylaws of the Corporation.

ARTICLE V

Corporate Powers; Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a nonprofit corporation organized under the laws of the State of Florida.

ARTICLE VI

Dissolution

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the net assets of the Corporation to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Board of Directors

The affairs of the Corporation shall be managed by a board of directors, which shall consist of no more than twenty (20) persons. The board of directors shall meet not less frequently than once each year and be elected according to the bylaws.

ARTICLE VIII

Incorporator


The name and address of the incorporator is: Kevin A Kane
24 Cathedral Place,
Suite 506
St. Augustine, FL 32084

ARTICLE IX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 24 Cathedral Place, Suite 506, St. Augustine, Florida 32084, and the registered agent of the Corporation, upon whom process may be served at such address, shall be Kevin A. Kane, 24 Cathedral Place, Suite 506, St. Augustine, Florida 32084.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of October, 2001.

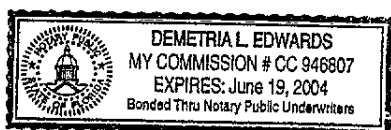


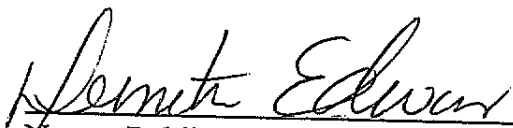
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF ST. JOHNS)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Kevin A. Kane, known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of October, 2001.




Notary Public, State of
Florida at Large

My Commission expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is Spanish Treasures of the Americas, Inc.
2. The name and address of the registered agent and office is:

Kevin A. Kane
24 Cathedral Place
Suite 506
St. Augustine, FL 32084

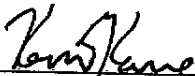


Kevin A. Kane
Incorporator of Spanish Market of the Americas, Inc.

Date: October 11, 2001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 12 AM 7:01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Kevin A. Kane

Registered Agent, Spanish Treasures of the Americas,
Inc.

Date: October 11, 2001