

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

No 2000006124

The Michael Fenech
Foundation

FILED
02 AUG 12 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: SW 8/12
Name Date Time

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
THE MICHAEL FENECH FOUNDATION INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

ARTICLE I
NAME

The name of the corporation is The Michael Fenech Foundation Inc.

ARTICLE II
ADDRESS

The principal office and mailing address of the corporation is 4075 Guidford E., Boca Raton, Fl 33434.

ARTICLE III
INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name	Address
Michael Fenech	4075 Guidford E. Boca Raton, Fl 33434.

ARTICLE IV
PURPOSE

The corporation is a non-profit corporation formed for the purpose of engaging in activities within or without the State of Florida or the United States, as follows:

1. To solicit, raise and seek funds for the benefit of Michael Fenech's medical expenses in lieu of his ability to care for the expenses himself, by reason of his physical disability.
2. The purpose for which The Michael Fenech Foundation Inc. is organized is exclusively charitable, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony or dependency thereof.

2. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secur the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

3. The corporation shall be authorized to exercise and enjoy all of the other powers, rights an privileges granted to or conferred upon corporations as set forth in the Statutes of the State of Florida.

4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization except from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCOME AND LIQUIDATION

This corporation shall be organized without capital stocks, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors or officers. The corporation may, however, pay compensation in a reasonable amount to its members, directors and officers for services rendered, except that the Secretary and Treasurer will not receive salaries, and may confer benefits upon its members in conformity with its purposes. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, all assets of the corporation, after the payment of all debts and obligations of the corporation, shall be distributed to Help a Heart Foundation c/o Tampa General Hospital.

Notwithstanding any other provisions herein to the contrary, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax laws under Section 501(c) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time.

This corporation shall not operate in any manner which will discriminate against

any person on the basis of race, creed, color or national origin.

ARTICLE VII
DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE VIII
QUALIFICATIONS OF MEMBERS

The membership of this corporation shall be as is set forth in the Bylaws of the corporation.

ARTICLE IX
INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 4075 Guidford E. Boca Raton, Fl 33434 and the initial registered agent of the corporation is Michael Fenech.

ARTICLE X
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Michael Fenech	4075 Guidford E. Boca Raton, Fl 33434.
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ARTICLE XI
INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have 3 directors initially. The numbers of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than The names and addresses of the directors of this corporation are:

David Romeo
Kim Romeo
Barbara Brown

The initial officers of the corporation and their addresses are:

President: Barbara Brown
Secretary: Kim Romeo
Treasurer: David Romeo

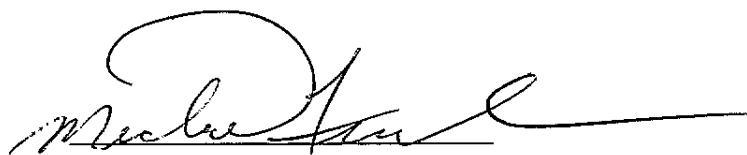
ARTICLE XII
BYLAWS

The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws. Amendments to the Bylaws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance. A majority vote shall be required for amendments to the Bylaws.

ARTICLE XIII
AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by a majority vote of the members present at an annual business meeting after a proposed amendment has been presented in writing to each voting member not less than 20 business days prior to said annual business meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice President has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at the 70 SE 4th Ave. Delray Beach, County of Palm Beach, State of Florida, this 09 day of August, 02

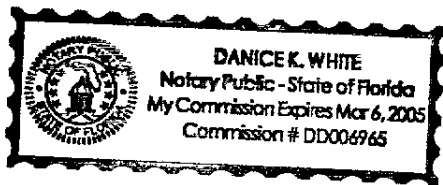



Michael Fenech
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Fenech, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 09 day of August, 2002





Notary Public
My Commission Expires:


CERTIFICATE DESIGNATING BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
02 AUG 12 PM 3:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION _____, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED


FIRST THAT THE MICHAEL FENECH FOUNDATION INC. DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF DELRAY BEACH, STATE OF FLORIDA, NAMED
MICHAEL FENECH OF THE MICHAEL FENECH FOUNDATION INC. ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
Michael Fenech

TITLE INCORPORATOR

DATE AUG. 9, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE 
Michael Fenech

DATE AUG. 9, 2002