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DIVISION OF CORPORATIONS

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FLORIDA NON-PROFIT CORPORATION

"REEL" HOLLYWOOD-THE ENTERTAINMENT MUSEUM OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 4, 2003

BECKER AND POLIAKOFF

SUBJECT: "REEL" HOLLYWOOD-THE ENTERTAINMENT MUSEUM OF FLORIDA
REF: W03000009569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

"REEL" HOLLYWOOD - THE ENTERTAINMENT MUSEUM OF FLORIDA, INC.

THE undersigned Incorporator, for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

"REEL" HOLLYWOOD - THE ENTERTAINMENT MUSEUM OF FLORIDA, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be 101 North Ocean Drive, Hollywood, FL 33020.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized is to own and operate a film and television museum open to the general public.
3. To erect or maintain a building or buildings for the above purpose and engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire or receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

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6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of, any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other 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 carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The By Laws may impose other conditions of membership from time to time.

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ARTICLE IV

The manner in which the directors are elected or appointed shall be as set forth in the Corporation's bylaws.

ARTICLE V

The name and street address of the initial registered agent shall be: Alan Koslow, 3111 Stirling Rd., Ft. Lauderdale, FL 33312.

ARTICLE VI

The name and street address of the Incorporator is Larry Donizetti, 101 North Ocean Drive, Hollywood, FL 33020.

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The name of the Officers and the offices they will hold until the first election shall be:

Larry Donizetti, President, Vice President and Secretary.

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number.

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

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ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

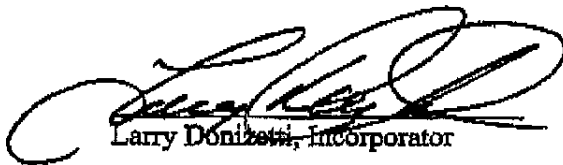
ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-laws.

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The undersigned Incorporator has executed these Articles of Incorporation
this 7 day of March, 2003.


Larry Donizetti, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

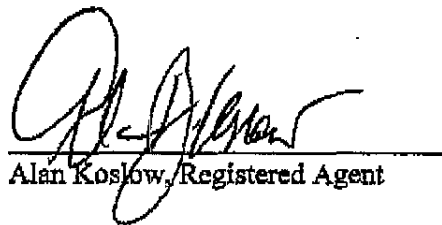
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"REEL" HOLLYWOOD - THE ENTERTAINMENT MUSEUM OF FLORIDA, INC.

(Name of Corporation)

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.


Alan Koslow, Registered Agent

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