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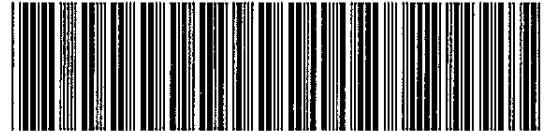
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Amended &  
Articles  
FILED  
SEP 17 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SEP 17 AM 9:06  
STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

APR  
9/17/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 886962 7188260

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 43.75

ORDER DATE : September 15, 2004

ORDER TIME : 10:10 AM

ORDER NO. : 886962-015

CUSTOMER NO: 7188260

CUSTOMER: Linda C. Frazier, Esq.  
Panza, Maurer & Maynard, P.a.  
Bank Of America Building, 3rd  
Floor 3600 North Federal  
Fort Lauderdale, FL 33308

DOMESTIC AMENDMENT FILING

NAME: ROCK-N-ART, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROCK-N-ART, INC.**

FILED  
04 SEP 17 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Florida Department of State, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of Florida Statutes.

**ARTICLE I  
NAME**

The name of the corporation is Rock-n-Art, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office address of the Corporation is 1200 Clint Moore Road, Suite 5, Boca Raton, Florida 33487.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, education and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to the following:

- i. To promote awareness of the issues relating to the rainforests among the general population and, particularly, among children and young adults, through the art forms of murals and music;
- ii. To engage in, promote, conduct and carry on any lawful acts or activities for which not for profit corporations may be organized under Chapter 617 of Title XXXVI of the Florida Statutes.

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 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.

#### **ARTICLE IV DISSOLUTION**

Upon the dissolution of the Corporation or winding up its affairs, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed 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 in a county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine which are organized and operated exclusively for such purpose.

#### **ARTICLE V INITIAL DIRECTORS**

The Corporation shall have one director initially. The name and address of the initial director is Mabel Vittini, 1200 Clint Moore Road, Suite 5, Boca Raton, Florida 33487

#### **ARTICLE VI MANNER OF ELECTION OF DIRECTORS**

The manner of which future directors are to be elected or appointed shall be set forth in the By-Laws of the Corporation. The number of directors may be increased or decreased in the manner provided in the By-Laws of the Corporation but the Corporation shall always have at least three directors.

#### **ARTICLE VII LIABILITIES OF DIRECTORS**

The directors shall be indemnified to the fullest extent that the laws of the State of Florida as now in effect or as hereafter amended, permit elimination or limitation of the liability of incorporators, directors and uncompensated officers. No incorporator, director or officer of the Corporation shall be personally liable to the Corporation or its member for monetary damages as such for any action taken, or any failure to take any action, as an incorporator, director or officer. The provisions of this Article shall be deemed to be a contract with each incorporator, director or officer of the Corporation who serves as such at any time while this Article is in effect and each such incorporator, director or officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption by any bylaw or provision of these Articles which has the effect of increasing incorporator, director or officer

liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

**ARTICLE VIII  
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is Linda C. Frazier, c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Linda C. Frazier, c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**IN WITNESS WHEREOF**, the undersigned director has executed these Amended and Restated Articles of Incorporation this 14<sup>th</sup> day of September, 2004.

  
\_\_\_\_\_  
Mabel Vittini, Director

**CERTIFICATE AS TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROCK-N-ART, INC.**

The undersigned, sole director of Rock-N-Art, Inc. certifies as follows:

1. The name of the Corporation is Rock-N-Art, Inc. (the "Corporation").
2. The Corporation's Articles of Incorporation shall be amended to modify Article III, Purpose, and to add a new Article IV, Dissolution.
3. There being no members, the Amended and Restated Articles of Incorporation were approved by the sole director of the Corporation by written consent dated September 14, 2004.

**IN WITNESS WHEREOF**, the undersigned director has executed this Certificate and these Amended and Restated Articles of Incorporation this 14<sup>th</sup> day of September, 2004.

  
Mabel Vittini, Director