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TALLAHASSEE, FLORIDA

2/8/05
Amend
SG



ATTORNEYS AT LAW

550 BRICKELL AVENUE . PENTHOUSE SUITE . MIAMI . FLORIDA . 33131 . OFFICE (305)381-7115 . FAX (305)381-7116
WWW.WOLFELAWMIAMI.COM

RICHARD CHARLES WOLFE
MARK A. GOLDSTEIN
MARC A. SMILEY*

*Also admitted in New York

February 3, 2005

Ms. Susan Payne
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

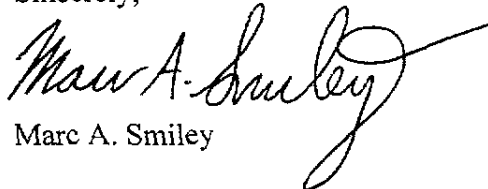
**Re: Titan Global Entertainment Foundation, Inc.
FEI #841666431**

Dear Ms. Payne:

As we discussed, enclosed is a check in the amount of \$43.75 made payable to "Florida Department of State, Division of Corporations" to cover the filing fee and a certified copy of the Amended Articles of Incorporation for the above-referenced entity.

Thank you for your assistance in this matter.

Sincerely,



Marc A. Smiley

Enclosures

cc: Mr. James K. Devericks (w/out enclosures)



ATTORNEYS AT LAW

550 BRICKELL AVENUE . PENTHOUSE SUITE . MIAMI . FLORIDA . 33131 . OFFICE (305)381-7115 . FAX (305)381-7116
WWW.WOLFELAWMIAMI.COM

RICHARD CHARLES WOLFE
MARK A. GOLDSTEIN
MARC A. SMILEY*

*Also admitted in New York

January 31, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Titan Global Entertainment Foundation, Inc.
FEI #841666431**

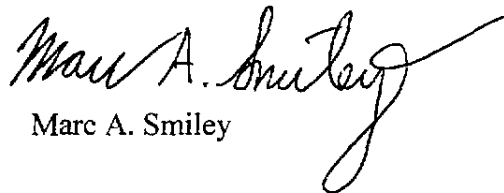
Dear Sir/Madam:

Enclosed is the Amended Articles of Incorporation of Titan Global Entertainment Foundation, Inc. which should replace the Articles of Incorporation previously filed on January 10, 2005.

Please return a "filed" stamped copy of this letter in the enclosed self-addressed stamped envelope.


Thank you for your assistance in this matter.

Sincerely,


Marc A. Smiley

Enclosures

cc: Mr. James K. Devericks (w/out enclosures)

Gave OK to add
adoption-


RECEIVED

05 FEB -2 PM 123
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION

OF

TITAN GLOBAL ENTERTAINMENT FOUNDATION, INC.

FILED

05 FEB -8 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that I, the undersigned, being 18 years of age or older, hereby form a nonstock corporation, subject to the requirements of the general laws of the State of Florida, as hereafter mentioned; and to that end, I do, by these amended Articles of Incorporation, set forth as follows:

1. The name of the Corporation is: Titan Global Entertainment Foundation, Inc.
2. The principal of the Corporation shall be located at 350 South Country Road, Suite 102, Palm Beach, Florida 33480. Its registered agent is James K. Devericks, whose address is 350 South Country Road, Suite 102, Palm Beach, Florida 33480. Said resident agent is a resident of the State of Florida.
3. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.
4. The purposes for which the Corporation is formed are:
 - (a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and

dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the dispositions of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general; to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Code of Florida for scientific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 these amended Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with § 501(h) of the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including 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 amended 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 § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue Law), or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article 4 are the following:

Promote and facilitate the growth of the arts and music in schools by (i) empowering individuals, schools and organizations to participate in the Foundation through unique and improved technologies; (ii) help other foundations and other charities become more efficient and successful in their operations; and (iii) utilize their network of cooperation, mutual assistance and support among charities, foundation and donors to accelerate good in the world. The Corporation plans to implement the program described in Schedule "A" attached hereto, be involved with community development activities to include small business grants and/or loans

for music and the arts for profit and such further programs as will be developed by the Board of Directors.

(d) To do all and everything, suitable and property for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

5. The Corporation shall have no members.

6. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than (3) three; and the exact number shall be fixed by the Bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

7. The following shall constitute the initial Directors who shall act until the first meeting of the Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as the initial Directors are as follows:

James K. Devericks

Norma I. Devericks

Michael R. Manocchio

Michael McVay


Jim B. Pugh

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

9. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these amended Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

IN WITNESS WHEREOF, I have signed these amended Articles of Incorporation, and acknowledge the same to be my act.

1-17-2005
Date


Name: James K. Devericks, President
Address: 350 South Country Road
Suite 102
Palm Beach, FL 33480

The amendments were adopted by the Board of Directors on January 17, 2005. There are no members.

SCHEDULE "A"

TITAN GLOBAL ENTERTAINMENT FOUNDATION



Music has always filled our lives and provided us with the ability to touch others in ways never dreamed of before. It remains the one universal language that needs no complicated translations. It is to this end that the Titan Global Entertainment Foundation was created.

Utilizing the skills and expertise of industry professionals we have brought together the best of the best to help create a way to give back to those who don't just love music but those that live it.

Our comprehensive program is dedicated to covering the various grade levels, at which the impact of music is felt the greatest. By offering students the ability to participate on a higher level, they develop a stronger relationship to their art and those that enjoy it.

Titan Global Entertainment

Our Mission

Our mission is to energetically promote and facilitate the growth of the arts and music in schools. We accomplish this mission in three ways.

First, we empower individuals, schools and organizations to participate in our foundations through unique and improved technologies.

Second, we help other foundations and other charities become more efficient and successful in their operations.

Third, we utilize our networks of cooperation, mutual assistance, and support among charities, foundations, and donors to accelerate good will in the world.

Our foundations support of the arts can make a big difference in young people's lives.

Empower Our Vision

Philanthropy has been around as long as there have been people in need. However, the philanthropic community has not kept pace with new and innovative developments adopted by successful for-profit corporations. While tax laws and the global economy have been changing with, the structure and operation of most foundations and charities, they have not been altered significantly in more than a century.

The Titan Global Entertainment Foundation works with individuals, schools, organizations, and financial advisors to establish charitable foundations and gift plans of all kinds. Our goal is to revolutionize the arts in the educational system on multiple levels. We believe that with better guidance, charities and foundations that we can greatly accelerate their good works for our youth. The Titan Global Entertainment Foundation offers the complete spectrum of exciting ways to maximize the effects of collaborative efforts between charities and corporations to help our talented youth of tomorrow.

Titan Global Entertainment

Governance and Organization (Structure)

We believe the control and direction of charities and foundations most appropriately belong in the hands of those who make it happen. We have developed organizational structures that put greater direction in the hands of donors who fund foundations and the visionaries who create charities.

Operations

Access to new cutting edge technologies and leading edge equipment and procedures will help our operation and distribution of funds become more successful. The Titan Global Entertainment Foundation advocates increased grant making and financial support to schools and operating charities that need assistance in this area.

Human Resources

The success of any operation is directly related to the skill level and expertise of its staff. This valuable resource is often neglected in charities. When highly competent individuals become highly motivated in a worthwhile endeavor, an empowerment develops that leads to extraordinary success. We will strive to identify, recruit, and hire the most outstanding people available. Finding those leaders and attracting them to the field of philanthropy is critical to the success of what is arguably the most important endeavor of humankind.



Program Overview

Our goal is the help empower those students with the ability and talent to perform and or create music to achieve at the highest level possible. By nurturing these talented students we hope to create the proper environment so that regardless of their professional aspirations they will become successful.

Academic Levels of Focus

- ◆ Middle School
- ◆ High school
- ◆ College

Scope of Grant \$

- ◆ Scholarships
- ◆ Travel & Registration
- ◆ Instruments
- ◆ Lessons/Training

Sponsorship Levels

The sponsorship levels will allow us to segment the donations into categories that will allow for the proper flow and distribution of funds. National efforts will be separate from regional efforts. Programs will be developed that will handle the

- ◆ **Corporate Sponsorship (\$2.5 to \$5 Million)**
 - National Recognition
 - Media : Print Advertising, TV, Radio, Web
 - Special Program Acknowledgments
- ◆ **Regional Sponsorship (\$1 to \$2 Million)**
 - State & Regional Recognition
 - Media : Print Advertising, TV, Radio, Web
 - Special Program Acknowledgments
- ◆ **Community Partner (Project Specific)**
 - Local & Special Recognition
 - Media : Print Advertising, TV, Radio, Web
 - Special Program Acknowledgments

Funding Sources

We will seek out various funding sources that can address the numerous ways we would like to assist students. Through these efforts we want to maximize the money raised so that it will have the most direct impact on student's lives.

- ◆ **Corporate**
 - Artist & Performers
- ◆ **Artist (TITAN artist and others)**
 - \$ for \$ Titan/Artist Match
- ◆ **Advertising Sponsorship**
 - Local and corporate advertising sponsorships will be made available in order to impact the

Application Process

Students wishing to participate in the various grant foundations will be chosen on an application process that will determine who will receive grants and scholarships.

Applications will primarily be submitted on line. This process will simplify the organization of candidates. It will allow The Foundation to give all applicants a fair and unbiased review.

Application Types

- ◆ Online Application
- ◆ Audition Tapes

Dates & Duration

- Duration of scholarships
 - ◆ Annually
 - 1 Academic year
 - ◆ Quarterly
 - Winter
 - Spring
 - Summer
 - Fall

Applicant Form

1. Applicant Information:

Name:

Address:

City: , Zip:

County of Residence:

Phone: (day) (evening)

School:

Year:

Email address:

2. Will you be attending a different school within the next year?

☐ yes ☐ no

3. Category in which this application should be judged (please check only one):

☐ dance ☐ drama ☐ film/video ☐ craft ☐ photography

☐ music ☐ literature ☐ visual art ☐ sculpture ☐ installation

4. Grant requested: (dependent on types and #'s)

5. Summarize your project in 50 words or less in the space provided.

Emerging Artists Grant Program

6. Explain briefly why you consider yourself an emerging artist.

(see guidelines for a definition of emerging artists)

7. Briefly describe your career goals.

8. Project Narrative:

In the first paragraph describe your proposed project. In the second paragraph describe this project's impact on your career goals.

Titan Global Entertainment

The applicants will undergo various levels of screening dependent on their type of grant and their level of expertise. Students in elementary school will not be able to apply online individually. Students in middle and high school will be given more latitude in this process.

Screening Level

- ◆ **General (Individuals & Schools)**
 - Online Application
 - Demo Submittal
 -
- ◆ **Selective (Individuals)**
 - Online Application
 - Committee
 - Board of Directors

Categories

- ◆ Songwriters
- ◆ Musicians
- ◆ Bands
- ◆ Artists

Marketing & PR

By working in conjunction with the various levels of local, regional and national sponsors we will have an unlimited amount of PR and Marketing opportunities. By increasing the level of exposure through print and media outlets we will help to brand The Titan Global Entertainment Foundation as the premiere charity for the arts and education.

Scheduling of Growth

- ◆ 45 days between launches
- ◆ Radio & Television
- ◆ Sponsorship cross promotions
- ◆ Print Materials (news papers, magazines)
- ◆ Special Event & Artist