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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

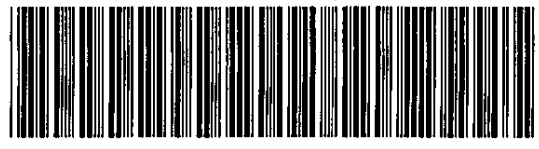
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
SLE*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Miami Sculpture Project

DOCUMENT NUMBER: NO6000007313

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tristan Fitch

(Name of Contact Person)

Miami Sculpture Project

(Firm/ Company)

320 W25th St. #3

(Address)

Miami Beach, FL 33140

(City/ State and Zip Code)

For further information concerning this matter, please call:

Tristan Fitch

(Name of Contact Person)

at (305) 586-7661

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Miami Sculpture Project

(Name of corporation as currently filed with the Florida Dept. of State)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NO6000007313

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Adding under Article III Purpose, paragraphs 2, 3, and 4.

2) Purpose

3) Net Earnings

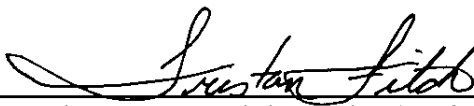
4) Articles of Dissolution

The date of adoption of the amendment(s) was: Oct. 9th 2006

Effective date if applicable: Oct. 10th 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature 
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Tristan Fitch
(Typed or printed name of person signing)

Director
(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of, do hereby certify:

ARTICLE I NAME

The name of the corporation shall be: Miami Sculpture Project Inc

ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be: 320 W25th Street #3
Miami Beach, FL.33140

ARTICLE III PURPOSE

1) The purpose for which the corporation is organized is: Fulfill its vision of offering a home for both emerging and established artist to promote their work to the public. To mount a continuous flow of rotating exhibits that are evocative and inspiring and promotes education within the arts. To provide a green oasis within the urban community for pedestrians to relax while in the company of world class art.

2) Said corporation is organized exclusively for charitable, educational and artistic purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III Paragraph (2) hereof. No substantial part of the activities of the corporation shall be 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.

4) Upon the dissolution of the corporation, assets shall be distributed 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 shall be distributed to the federal government, or to state or local government, for a public purpose. Any such asset not such disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle 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 IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: The Initial Director shall be self appointed as stated in the by-laws. Forgoing directors shall be elected by the board of directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(s) and specific title(s):

Tristan Fitch Director 320 W25th Street #3 Miami Beach, FL. 33140	Jeramy Calleros-Gauger Chair 310 Jefferson #1 Miami Beach, FL. 33139	Lucia Enriconi Secretary 227 Michigan Ave. #502 Miami Beach FL, 33139
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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida Street address** (P.O. Box NOT acceptable) of the registered agent is:

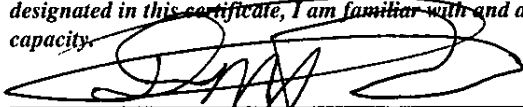
USA Pack and Post
1348 Washington Ave. Suite 200
Miami Beach FL. 33139

ARTICLE VIII INCORPERATOR

The **name and address** of the Incorporator is:

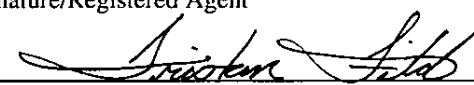
Tristan Fitch
320 W25th Street #3
Miami Beach, FL. 33140

.....
Having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as agent and agree to act in this capacity.



Signature/Registered Agent

10-11-06
Date



Signature/Incorporator

10-11-06
Date