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(Requestor's Name)

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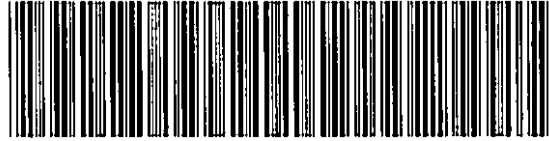
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PROSKAUER ROSE GOETZ & MENDELSON

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2255 GLADES ROAD
BOCA RATON, FLORIDA 33431

(407) 241-7400

ELSEWHERE IN FLORIDA
(800) 432-7746

FAX: (407) 241-7145

EUROPEAN COUNSEL
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LE DOUARIN & VEIL

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75116 PARIS, FRANCE

BRUSSELS
55, AVENUE DE TERVUEREN
B-1040 BRUSSELS, BELGIUM

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
93 AUG -9 AM 11:42

August 6, 1993

VIA OVERNIGHT DELIVERY

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Attention: Ms. Karen Beyer
Bureau of Corporate Records

Re: Foundation for the Advancement of Mesoamerican
Studies, Inc.

Dear Ms. Beyer:

I have enclosed an executed original and one copy of the Articles of Incorporation for the above referenced corporation. I have enclosed a check in the amount of \$122.50 to cover the applicable filing fees (\$35.00), certified copy (\$52.50), and Registered Agent designation (\$35.00). Please return a certified copy to us in the enclosed, self-addressed, stamped envelope.

FILING _____ \$35.00

Thank you for your cooperation. R. AGENT _____ \$35.00

Very truly yours COPY _____ \$52.50

TOTAL _____ \$122.50

Laurie T. Gross
Laurie T. Gross
Secretary to Donn A. Beloff

/ltg
Enclosure

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31704.981

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#3138 (071)

**ARTICLES OF INCORPORATION
OF
FOUNDATION FOR THE ADVANCEMENT OF MESOAMERICAN STUDIES, INC.**

ARTICLE I

The name of the corporation is Foundation for the Advancement of Mesoamerican Studies, Inc.

ARTICLE II

The corporation is a nonprofit corporation, organized solely for educational and charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III

The term of existence of the corporation is perpetual.

ARTICLE IV

The specific and primary purposes for which the corporation is formed are:

A. For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To support research in connection with Mesoamerican studies as well as to arrange for exhibitions of Mesoamerican works of art.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The

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number of Directors of the corporation may be increased by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

Lewis S. Ranieri
225 N. Hewlett Avenue
Merrick, NY 11566

Margaret Ranieri
225 N. Hewlett Avenue
Merrick, NY 11566

Dr. Marilyn Goldstein
259 Schenck Avenue
Great Neck, NY 11021

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.

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 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 of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX

The name and address of the incorporator of the corporation is as follows:

Donn Beloff, Esq.
Suite 340W
2255 Glades Road
Boca Raton, FL 33431

ARTICLE X

Subject to the limitations contained in the bylaws, and any limitations set forth in the Not for Profit Corporation Act of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by the procedure set forth therefor in the bylaws.

ARTICLE XI

The property of the corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

The name of the corporation's registered agent and the address of its registered office shall be:

Donn Beloff, Esq.
Suite 340W
2255 Glades Road
Boca Raton, FL 33431

ARTICLE XIII

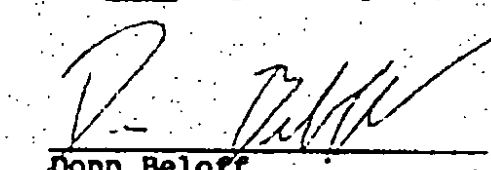
The address of the principal office and the mailing address of the corporation is:

268 S. Suncoast Boulevard
Crystal River, FL 34429

ARTICLE XIV

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

The undersigned, being the sole Incorporator and Registered Agent of the corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 6th day of August, 1993.


Donn Beloff,
Incorporator and Registered
Agent

STATE OF FLORIDA

)
: SS:
)

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Donn A. Beloff, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation as Incorporator and Registered Agent.

WITNESS my hand and official seal at Boca Raton, Florida, this
_____ day of August 1993.

Notary Public

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TALLAHASSEE, FLORIDA

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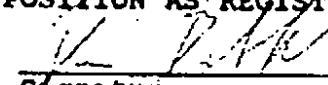
CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Foundation for the Advancement of Mesoamerican Studies, Inc.
2. The name and address of the registered agent and office is:

Donn Baloff, Esq.
Suite 340W
2255 Glades Road
Boca Raton, FL 33431

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

Date: August 6, 1993

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TALLAHASSEE, FLORIDA

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1994



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporation Name: **FOUNDATION FOR THE ADVANCEMENT OF MESOAMERICAN STUDIES INC**
DOCUMENT # **N93000003582 (4)**

2. Principal Place of Business: **268 S SUNSET BLVD
CRYSTAL RIVER FL 34429**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualification: 08/09/1983	3a. Date of Last Report:
4. Filing Office: 59-3195520	5. Certificate of Status: \$8.75
6. Nonprofit Exempt from \$138 Fee Supplemental Fee: <input checked="" type="checkbox"/>	7. The corporation has been in existence for more than 5 years: <input checked="" type="checkbox"/>

9. Name and Address of Current Registered Agent: BELOFF DONN ESO 2255 GLADES RD SUITE 340W BOCA RATON FL 33431	10. Name and Address of New Registered Agent:
--	---

11. I, the undersigned, certify that the information furnished with this filing is true and correct, and that the information is true and correct as of the date of filing. I am a director, officer, or shareholder of the corporation, and I am authorized by the board of directors to execute this certificate.

12. OFFICERS AND DIRECTORS	13. CHANGES TO OFFICERS AND DIRECTORS
RANIERI LEWIS S. 225 N HEWLETT AVE MERRICK NY 11566	D/C/P Ranieri, Lewis S. 225 N. Hewlett Avenue Merrick, New York 11566
RANIERI MARGARET 225 N HEWLETT AVE MERRICK NY 11566	D/VP Ranieri, Margaret 225 N. Hewlett Avenue Merrick, New York 11566
GOLDSTEIN MARILYN DR 259 SCHENCK AVE GREAT NECK NY 11021	D Goldstein, Marilyn Dr. 259 Schenck Avenue Great Neck, New York 11021
D/T Barbera, Elizabeth 171 Nathan Drive North Brunswick, New Jersey 08902	
D/S Bardsley, Sandra Noble 10976 Cove Harbor Drive Crystal River, Florida 34428	
D Reents-Budet, Dorie 425 Carolina Circle Durham, North Carolina 27707	

14. I, the undersigned, certify that the information furnished with this filing is true and correct, and that the information is true and correct as of the date of filing. I am a director, officer, or shareholder of the corporation, and I am authorized by the board of directors to execute this certificate.

SIGNATURE: *[Signature]* April 27, 1994 904-795-6190

Foundation for the Advancement of Mesoamerican Studies Inc.

State of Florida

Annual Corporation Report, 1994

Item 12. Officers and Directors (continued)

7.1 Title: Director
7.2 Name: Kerr, Barbara
7.3 Street Address: 14 West 17th Street, Apartment 2S
7.4 City, State, Zip: New York, New York 10011

8.1 Title: Director
8.2 Name: Kerr, Justin
8.3 Street Address: 14 West 17th Street, Apartment 2S
8.4 City, State, Zip: New York, New York 10011