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March 28, 1995

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Secretary of State
Division of Corporations
Neil Kirkman Building
Tallahassee, FL 32314

RE: NATIONAL ASSOCIATION OF FINE ARTISTS SCHOLARSHIP FOUNDATION,
INC.

Dear Sir/Madam:

I am enclosing Articles of Incorporation for a Not-for-Profit corporation. Please forward the document information to my office at the above address.

Please call if you have any questions.

Very truly yours,

Dianne Draizin
Dianne Draizin, CLA

/dd

enc.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF FINE ARTISTS SCHOLARSHIP FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NATIONAL ASSOCIATION OF FINE ARTISTS SCHOLARSHIP FOUNDATION, INC. and the initial principal address of the corporation is 550 S. Federal Highway, Fort Lauderdale, Florida 33301.

ARTICLE II

The corporation is to exist perpetually unless sooner dissolved according to law. Corporate existence shall commence upon filing with Secretary of State.

ARTICLE III

The purposes for which this corporation is organized are:

To engage in any activities allowed by Section 501(c)(3) of the Internal Revenue Code and not otherwise prohibited.

To operate exclusively for charitable purposes, including the promotion of fine arts education and the common good and general welfare of artists living in the United State.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Chapter 617 of the Florida Not-for-Profit Law.

The corporation is organized exclusively for charitable purposes. No part of the income of the corporation shall inure to the benefit of any member, trustee, director, officer of the

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corporation of any 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 member, trustee, 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 part of the corporation activities shall be an attempt to influence legislation by any means; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public officer, or engage in political activities of any kind.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (1) by a corporation exempt from Federal Income Tax under 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

The qualifications for members and the manner of their admission are as stated in the By-laws.

ARTICLE V

The street address of the initial registered office of this

corporation is 550 S. Federal Highway, Fort Lauderdale, Florida 33301.

The name of the initial registered agent of this corporation, at such address is Adam Adache.

ARTICLE VI

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be provided in the By-laws.

The names of the persons who are to serve as officers of the corporation until the next election as provided in the By-laws are:

President: Daniel E. Adache

Vice President: Theodore Sheehan

Secretary/Treasurer: Adam Adache

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3). The number of directors may be increased or decreased from time to time, but shall never be less than three (3).

Members of the Board of Directors shall be elected and hold office in accordance with the By-laws.

The names and addresses of the persons who are to serve as directors of the corporation until the next election are:

<u>NAME</u>	<u>ADDRESS</u>
DANIEL E. ADACHE	1533 SE 12th Street Fort Lauderdale, FL 33312
THEODORE SHEEHAN	3 Washington Square Village, #16-C New York, NY 10012

ADAM ADACHE

3505 W. Atlantic Boulevard, #808
Pompano Beach, FL 33069

ARTICLE VIII

The Board of Directors of the corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE IX

This corporation is organized under a non-stock basis.

ARTICLE X

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose.

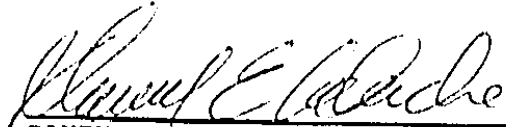
ARTICLE XI

The name and address of each incorporator is DANIEL E. ADACHE, 1533 SE 12th Street, Fort Lauderdale, Florida 33316.

ARTICLE XII

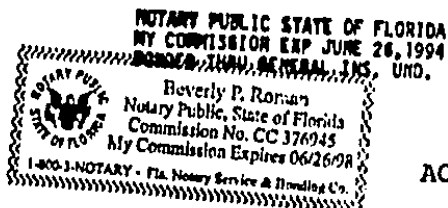
These Articles of Incorporation may be amended as proposed by the Board of Directors or a member. Amendments shall be adopted by the Board of Directors by a majority vote of those members of the Board of Directors present and constituting a quorum at any special meeting called for that purpose. Such proposed amendment shall be presented in writing five (5) days prior to such a special meeting.

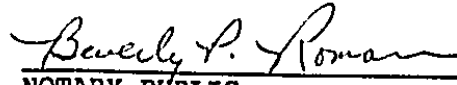
IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation this 23 day of March, 1995.


DANIEL E. ADACHE

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

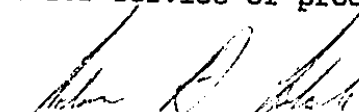
The foregoing instrument was acknowledged before me this 23 day of March, 1995, by DANIEL E. ADACHE who is personally known to me or who did produce a driver's license as identification.




NOTARY PUBLIC

ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


ADAM ADACHE