

PALM ACTS CHARITIES CORP.
N95000002121

April 26, 1994

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
95 APR 27 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Palm Acts Charties Corp., a Non-Profit
Corporation

Dear Sir:

I am enclosing herewith two originals of Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 representing the filing fee.

Kindly return the certified copy in the enclosed Federal Express envelope. Your cooperation in this regard is greatly appreciated.

Very truly yours,

Barbara A. Sweginnis
Barbara A. Sweginnis
Legal Assistant

DMC/5/3/95
/bas
Encs.

800001467308
-04/27/95--01113--002
****122.50 ****122.50

VIA FEDERAL EXPRESS

*P.S. We also hold the Articles
of Incorporation for Palm Acts, Inc*

ARTICLES OF INCORPORATION
FOR
PALM ACTS CHARITIES CORP.
a Non-Profit Corporation

FILED
55 APR 27 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: - PALM ACTS CHARITIES CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be 1301 West Newport Center Drive, Deerfield Beach, Florida 33442.

ARTICLE IV - PURPOSES

The specific purposes for which the Corporation is organized is to raise and/or solicit funds through specific functions for charitable organizations and foundations (i.e., concerts, auctions, golf and tennis tournaments, and raffles to be sold in conjunction with luncheons and dinners for the specific organization and/or foundation) which are authorized and acting pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are to be appointed or elected are specified in the By-Laws of the Corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors are as follows:

HAROLD L. VAN ARNEM
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Chairman of the Board

N. PHILIP MCKNIGHT
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Director

HEIDI L. VAN ARNEM
6139 Dakota Circle
Bloomfield Hills, Michigan 48301

Director

BETTY E. ALLEN
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Director

ARTICLE VII - INITIAL OFFICERS

The initial officers of the Corporation being appointed
are:

HAROLD L. VAN ARNEM
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Chief Executive
Officer

N. PHILIP MCKNIGHT
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

President

JULIA M. DECKER
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Assist. Treasurer

BETTY E. ALLEN
1301 West Newport Center Dr.
Deerfield Beach, Florida 33442

Secretary

ARTICLE VIII - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided
in Section 617.0302, Florida Statutes.

ARTICLE IX - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent is
HAROLD L. VAN ARNEM, 1301 West Newport Center Drive, Deerfield
Beach, Florida 33442.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator for these
Articles of Incorporation is:

HAROLD L. VAN ARNEM
1301 West Newport Center Drive
Deerfield Beach, Florida 33442

The undersigned Incorporator has executed these Articles of Incorporation this 26th day of April, 1995.

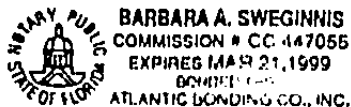
H L Van Arnem
HAROLD L. VAN ARNEM - Incorporator

STATE OF FLORIDA)
 : SS.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, HAROLD L. VAN ARNEM, to me known personally 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.

WITNESS my hand and official seal in the County and State aforesaid, this 26th day of April, 1995.

Barbara A. Sweginnis
NOTARY PUBLIC
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

THAT PALM ACTS CHARITIES CORP., a Non-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal office at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442, has named HAROLD L. VAN ARNEM located at 1301 West Newport Center Drive, Deerfield Beach, Florida 33442 as its Agent to accept service of process within this State.

H L Van Arnem
HAROLD L. VAN ARNEM - Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

H L Van Arnem
HAROLD L. VAN ARNEM
Registered Agent

FILED
55 APR 27 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GEMINI

GEMINI GROUP, INC.

N95000002121

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

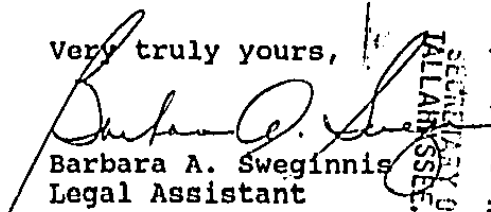
700001527617
-06/29/95--01090--021
*****87.50 *****87.50

Re: Palm Acts Charities, Inc.

Dear Sir:

I am enclosing herewith Articles of Amendment to the Articles of Incorporation of the above corporation. Also enclosed please find CyberGate's check in the amount of \$87.50 which represents the filing fee and the return of one (1) certified copy. A self-addressed stamped envelope is enclosed for the return of this document.

Very truly yours,


Barbara A. Sweginnis
Legal Assistant


/bas
Encs.

VIA FEDERAL EXPRESS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG -8 AM 10:39

FILED


N95000002121

GEMINI GROUP, INC.

1301 West Newport Center Drive • Deerfield Beach, FL 33442 • (305) 570-7676 • FAX (305) 360-7112



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

July 12, 1995

GEMINI GROUP, INC.
% BARBARA A. SWEGINNIS
1301 WEST NEWPORT CENTER DRIVE
DEERFIELD BEACH, FL 33442

SUBJECT: PALM ACTS CHARITIES CORP.
Ref. Number: N95000002121

We have received your document for PALM ACTS CHARITIES CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The word "Initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 995A00033848

FILED
95 AUG -8 AM 10:39
TALLAHASSEE, FLORIDA

Handwritten signature and initials

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
PALM ACTS CHARITIES CORP.
a Non-Profit Corporation

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed April 27, 1995, under Charter No. N95000002121.

FIRST: The name of the corporation is PALM ACTS CHARITIES CORP.

SECOND: The following amendments to the Articles of Incorporation were adopted by the Board of Directors on June 23, 1995:

AMEND ARTICLE IV by inserting at the end of said Article, the following language: "or the corresponding section of any future Federal Tax Code".

AMEND ARTICLE VI - BOARD OF DIRECTORS

Add to the Board of Directors the following name:

FREDDY JOE MILLS, II
1301 West Newport Center Drive
Deerfield Beach, FL. 33442

Director

AMEND ARTICLE VII - OFFICERS:

Replace N. PHILIP MCKNIGHT, President, with

BETTY E. ALLEN
1301 West Newport Center Drive
Deerfield Beach, FL. 33442

President

and replace BETTY E. ALLEN, Secretary, with

FREDDY JOE MILLS, II
1301 West Newport Center Drive
Deerfield Beach, FL. 33442

Secretary

THIRD: Insert the following additional Articles:

"ARTICLE XI:

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

FILED
95 AUG -8 AM 10:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that is not in furtherance of the purposes of this Corporation."

"ARTICLE XII:

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 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 of the county in which the principal 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."

FIFTH: There are no members entitled to vote on the above-mentioned amendments.

FOURTH: The amendments contained herein were adopted by the Board of Directors on the 23rd day of June, 1995.

DATED: JULY 18, 1995

PALM ACTS CHARITIES CORP.

BY: Betty E. Allen
BETTY E. ALLEN - President
Director

ATTEST:

Freddy Joe Mills II
FREDDY JOE MILLS, II - Secretary