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5/30/95

FLORIDA DIVISION OF CORPORATIONS
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((H95000006039))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: CORPORATE CITIZATIONS INTERNATIONAL IN
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAILNES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOHNNY C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0606
FAX: (305) 672-9110

((H95000006039))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: P.A.C.E. NATIONAL, INC.
FAX AUDIT NUMBER: H95000006039 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/30/1995 TIME REQUESTED: 16:20:45
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
NUMBER OF PAGES: 6 METHOD OF DELIVERY: MAIL
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 073171003004

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ENTER SELECTION AND <CR>:

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morihum
Secretary of State

June 1, 1995

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL

SUBJECT: P.A.C.E. NATIONAL, INC.
REF: H95000011284

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000006039
Letter Number: 895A00027350

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

06/01/1995 11:55 305-672-9116

CORP CREATIONS

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FROM: ROBERT COMPTON KILLIP'S COMPANY

MAY 31 1995 2:41PM P 3
PHONE NO. 1 4070339602

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ARTICLES OF INCORPORATION
OF
P.A.C.E. NATIONAL, INC.

ARTICLE I - NAME

The name of this Corporation is P.A.C.E. NATIONAL, INC. and its principal place of business is 250 Australian Avenue South, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE II - DURATION

The Corporation is to exist perpetually. The corporate existence will commence on the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is formed exclusively for charitable purposes. The charitable purpose is to raise funds for the advancement of education as well as for the relief of the underprivileged. The Corporation will raise money through contributions from the Major League Baseball Player's Association and professional baseball players and by soliciting funds from the general public. The Corporation will also raise money through the sale of contributed professional athletic memorabilia. All funds raised will be used to create scholarship grants which will benefit underprivileged and economically disadvantaged college students. The funds will also be contributed to nationwide 501(c)(3) college level educational institutions which have regularly scheduled curriculum, a regular

Jerald David August, Bar Member 236136
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401
(407) 835-9600 Fax (407) 895-9602

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faculty, and a regularly enrolled body of students in attendance. The Corporation shall not engage in any activity for pecuniary profit.

ARTICLE IV - DISTRIBUTION ON DISSOLUTION OR LIQUIDATION

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V - INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or 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, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets on dissolution or liquidation of the corporation.

ARTICLE VI - PROHIBITED ACTIVITY

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or

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West Palm Beach, FL 44301
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distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VII - DIRECTORS

There shall be eight (8) members of the initial Board of Directors of the Corporation, who shall serve until their successors are duly elected. The names of the initial directors are as follows; the election of directors shall be done in accordance with the Bylaws:

Jerald David August
250 Australian Avenue South
Suite 1100
West Palm Beach, FL 33401

Rick Brenner
Coopers & Lybrand
240 Sudbury Drive
Atlanta, FL 33462

Marc Katzenberg
175 Sunset Avenue
Palm Beach, FL 33480

Karen Clarke
536 Captains Road
North Palm Beach, FL 33408

Susan Katzenberg
175 Sunset Avenue
Palm Beach, FL 33480

Martin List
138 North County Road
Palm Beach, FL 33480

Len Spalding
1721 Farmington Circle
Wellington, FL 33414

Mark Levy
100 Century Boulevard
West Palm Beach, FL 33417

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 Australian Avenue South, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial registered agent at that address is Jerald David August.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Jerald David August
250 Australian Avenue South, Suite 1100
West Palm Beach, FL 33401

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FROM : AUGUST CONITIA KILLING SCHAPPA

MAY 30, 1995 2:43PM P 6
PAGE NO. 1 4378359602

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and subscribe thereto this 20th day of May, 1995.

for 
Jerald David August
Incorporator

PAGE-NAT. INC/6/30/95

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Jerald David August, Bar Member 236136
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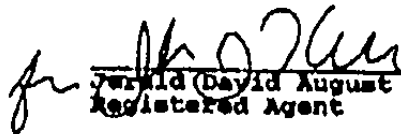
PAGE 07
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PHONE NO. 1 4073350632

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as the registered agent in these Articles of Incorporation at the place therein designated, I hereby accept to act in this capacity, and agree to comply with the provisions of law of the State of Florida relative to keeping open said office.

Dated this 30 day of May, 1995.


Jerald David August
Registered Agent

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