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FILED

96 APR -2 AM 11:41

SECRETARY OF STATE
FALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 064935 7105713

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia Pyritz*

ORDER DATE : February 29, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 064935

CUSTOMER NO: 7105713

400001748454

CUSTOMER: Ms. Shirley Azzolina-parkinson
SHIRLEY A. AZZOLINA-PARKINSON

2702 Coriander Place

Edgewater, MD 21037-1117

DOMESTIC FILING

NAME: THE AZZOLINA FOUNDATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

TH
4-4-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: THE AZZOLINA FOUNDATION, INC.
Ref. Number: V96000005940

We have received your document for THE AZZOLINA FOUNDATION, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 096A00012628

**ARTICLES OF INCORPORATION
OF
THE AZZOLINA FOUNDATION, INC.
A NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of the corporation shall be: THE AZZOLINA FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation shall be:

4545 North Ocean Boulevard, Suite 9B
Boca Raton, Florida 33431

and the mailing address of the corporation shall be the same.

ARTICLE III - PURPOSE

The purposes for which this corporation is organized are:

1. To provide a continuing memorial of and tribute to the musical accomplishments and contributions of the Azzolina family, including but not limited to Philip J. Azzolina, Mario (Mark) S. Azzolina, and Nicholas J. Azzolina, by raising funds and disbursing grants to worthwhile causes.
2. To contribute positively to the musical environment of the areas it serves, whether local, state, national or international.
3. To provide an opportunity for individual musical expression.
4. To provide an opportunity for contact between and among musicians of advanced proficiency.
5. To acknowledge through the award of endowed and/or pay-as-you-go scholarships to deserving students at institutions of higher education and music conservatories in the name of the Azzolina family of musicians.
6. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real and personal property or any interest therein, wherever situate.
7. To sell, convey, mortgage, pledge, lease, exchange, franchise, transfer or otherwise dispose of all or any part of its property and assets.
8. To reaffirm the community concert ensemble position in American music.
9. Any other lawful purpose or purposes not for pecuniary profit.

10. The above stated purposes shall be within the meaning of charitable, educational and other purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - DIRECTORS

There shall be four (4) members of the initial Board of Directors of this corporation. The names and addresses of the persons who are to serve as Members until the first election thereof are as follows:

Director & Chairman: Dennis H. Parkinson
4545 North Ocean Boulevard, Suite 9B
Boca Raton, Florida 33431

Director & Co-Chairman: Nicholas J. Azzolina
Emeritus 3700 Northwest 9th Street
Delray Beach, Florida 33445

Director & Secretary: Shirley Azzolina-Parkinson
2702 Coriander Place
Edgewater, Maryland 21037

Director & Treasurer: Betty M. Azzolina
4001 North Ocean Boulevard, # 406B
Boca Raton, Florida 33431

The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

ARTICLE V - INCORPORATOR

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

Dennis H. Parkinson
4545 North Ocean Boulevard, Suite 9B
Boca Raton, Florida 33431

ARTICLE VI - DURATION

This corporation shall exist perpetually commencing on the date of the filing of these Articles with the Department of State.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4545 North Ocean Boulevard, Suite 9B
Boca Raton, Florida 33431

and the name of the initial registered agent of this corporation at that address is: Dennis H. Parkinson.

ARTICLE VIII - OFFICERS

The affairs of the Corporation are to be managed by a President who shall be the Chief Executive Officer; two Vice Presidents, a Treasurer and a Secretary.

The names of the persons who are to serve as Officers until the first election and appointment of officers are:

President/CEO:	Dennis H. Parkinson 4545 North Ocean Boulevard, Suite 9B Boca Raton, Florida 33431
Executive Vice President for Operations	Nicholas J. Azzolina 3700 Northwest 9th Street Delray Beach, Florida 33445
Vice President: for Marketing	Dennis Delle Fave 12361 Divot Drive Boynton Beach, Florida 33437
Secretary:	Brenda J. Larsen 624 Northwest 13th Street #11 Boca Raton, Florida 33486
Treasurer:	Betty M. Azzolina 4001 North Ocean Boulevard, # 406B Boca Raton, Florida 33431

ARTICLE IX - MEMBERS

This corporation may have members. Members of this corporation will be required to meet qualifications and will be admitted pursuant to the Bylaws.

ARTICLE X - BYLAWS

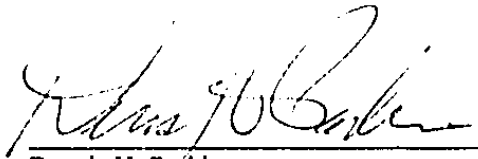
The Bylaws of this corporation are to be made, altered or rescinded by the officers of this corporation. Previous notice of a proposed amendment to the Bylaws along with a copy of the proposed amendment, must be presented at a duly constituted meeting of the Board membership at least 30 days prior to voting.

ARTICLE XI - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the directors of the corporation. Previous notice of a proposed amendment to the Articles along with a copy of the proposed amendment must be presented at a duly constituted meeting of the Board Membership at least 30 days prior to voting. A three fourths vote of those present and voting will be necessary for this adoption. Such amendments may be proposed and adopted in the manner provided in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned, incorporator has hereunto set my hand and seal this 29th day of Mar. 6, 1996, for the purpose of forming this corporation under the office of the Secretary of State of the State of Florida, those Articles of Incorporation and certify that the facts herein stated are true.

By:



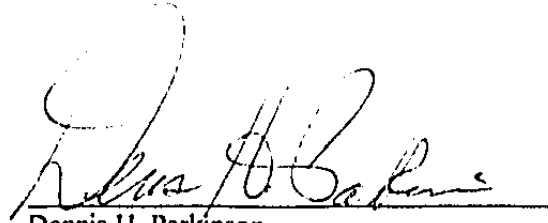
Dennis H. Parkinson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN
ARTICLES OF INCORPORATION**

Dennis H. Parkinson, 4545 North Ocean Boulevard, Suite 9B, Boca Raton, Florida 33431, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Dennis H. Parkinson
Incorporator/Agent