

N9600000 4497

CONQUEST OF PARADISE
12555 Biscayne Blvd, Suite 924
Miami, Florida 33181
Phone (305) 893-0000
Fax: (305) 893-0007

July 2, 1998

Jim Smith, Secretary of State
Division of Corporations
P. O. Box 6327
TALLAHASSEE, FL 32314

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-08/11/98--01030--021
*****87.50 *****87.50

RE: AMENDMENTS, ANNUAL REPORT & FEE, AND ENCLOSED AMENDMENTS.

Dear Mr. Smith:

We received a notice that you did not receive our annual report and filing fee. Your office received the same before June 1, 1998, and mailed the same back to our office without our check requesting that it be signed by the president. It was signed and immediately returned to your office by return mail. Please correct your records.

Our organization is in the process of obtaining ~~501~~ 501 (c)(3) designation. We were advised by the IRS, that we had to make the changes in our Articles that appear on the following pages.

Please file the same and mail us some verification from your office that the change was made so that we may provide that proof to the IRS. Please notify us of the amount of fee, if any, we must pay for the above service.

Thank you for your cooperation.

Cordially yours
Conquest of Paradise, Inc.
A Non-Profit Corporation

BY: 
WALTER B. LEBOWITZ

FILED
98 AUG 11 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFT Amend
8-12-98 \$455,564,167,767*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 14, 1998

Walter B. Lebowitz
% CONQUEST OF PARADISE, INC.
12555 Biscayne Blvd., Suite 924
Miami, FL 33181

SUBJECT: CONQUEST OF PARADISE, INC.
Ref. Number: N96000004497

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR 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 fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 998A00037535

WALTER B. LEBOWITZ

12555 Biscayne Blvd, Suite 924
Miami, Florida 33181
Phone (305) 893-0000
Fax: (305) 893-0007

August 6, 1998

To: Jim Smith, Secretary of State
Division of Corporations
P. O. Box 6327
TALLAHASSEE, FL 32314

Attn: Louise Flemming-Jackson
Corporate Supervisor

Dear Ms.Flemming-Jackson:

In response to your letter of July 14th, 1998, Please be advised that the date of the adoption of the following amendments was June 30, 1998. That all three members entitled to vote on the amendments voted unanimously for the amendments.

You will find enclosed my check in the sum of \$87.50 representing the \$35.00 for the articles of amendment and \$52.50 for the certified copy of the same.

Please file the amendments and mail me the certified copy as soon as possible. Thank you.

Cordially yours,

Conquest of Paradise, Inc.

By: 

Walter B. Lebowitz

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CONQUEST OF PARADISE, INC.

FILED
98 AUG 11 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED OFFICERS AND DIRECTORS, of the above Corporation hereby submit the amendments to the Articles of Incorporation, and the addition to the board of directors and officers of said Non-Profit Corporation, as prescribed by the Laws of the State of Florida.

On June 30, 1998, a meeting of the board of directors that includes all of the members entitled to vote in said corporation, was duly held at 12555 Biscayne Boulevard, in the City of Miami, County of Miami-Dade, State of Florida 33281. At the meeting a quorum was present. The number of votes cast for the amendments was sufficient for approval. Therefore the following resolutions were adopted and approved by the required vote:

RESOLUTIONS

"Resolved, that the number of directors of the corporation be three. That the following are the directors according to the books and records of the corporation, to wit:

Jurgen Fleischmann, 400 S. Point Drive, Suite 1608, Miami Beach, FL 33139, who serves as President and Director.

Veronica Macasaet, 299 W. 12th Street, #7K, New York, NY 10014, who serves as Secretary and Director.

Walter Lebowitz, 12555 Biscayne Boulevard, Miami, Florida 33181, who serves as director.

"Resolved, that the Article IV PURPOSE, of Incorporation of CONQUEST OF PARADISE, Inc. shall be, and the same hereby is amended by striking the words, "any and/or all lawful business", and by adding the words; "EXCLUSIVELY CHARITABLE, AND EDUCATIONAL ACTIVITIES WITHIN THE meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law."

Therefore, the new, ARTICLE IV - PURPOSE shall read: This corporation is organized for the purpose of transacting EXCLUSIVELY CHARITABLE, AND EDUCATIONAL ACTIVITIES WITHIN THE meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, especially anything relating to the STAGING AND CREATING OF AN ANNUAL FESTIVAL, SHOW, PARADE AND CULTURAL EVENT THAT COMPLIES WITH SAID LAW.

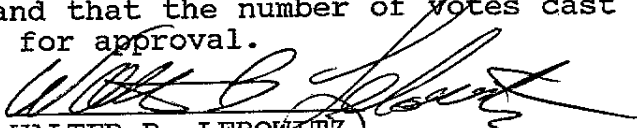
"Resolved, that a new Article IX POWERS, be added to the Articles of Incorporation of CONQUEST OF PARADISE, Inc. The same shall read:

ARTICLE IX, POWERS, Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law

"Resolved, that the Article III DURATION, of the Articles of Incorporation of CONQUEST OF PARADISE, Inc. shall be, and the same hereby are, amended by adding the words: "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 sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose."

After discussion, the foregoing Resolutions were passed by the number of votes sufficient for approval, unanimously.

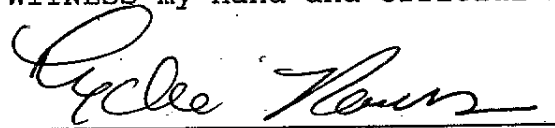
IN WITNESS WHEREOF, the undersigned, natural person, competent to contract, has hereunto executed this Certificate of Amendments and set his hand and seal this 30th day of June, 1998. The undersigned further states that the above resolutions were adopted, and amended on the 30th day of June, 1998, and that the number of votes cast for the amendment was sufficient for approval.


WALTER B. LEBOWITZ
as director and consultant for
Conquest of Paradise, Inc.
A Non-Profit Corporation

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared WALTER B. LEBOWITZ, to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Amendment to the Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 30th, day of June, 1998.


Notary Public, State of Florida

My Commission Expires



RAMOS
My Comm Exp. 5/23/99
Bonded By Service Ins
No. CC466870

[] Personally Known [] Otherwise