

MICHAEL S. STEINGER, ESQ.

ATTORNEY-AT-LAW

2780 SE 7th Drive
Pompano Beach, FL 33062

Telephone 954-943-7300

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

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-10/01/96--01143--011
****122.50 ****122.50

RE: American Museum of Entrepreneurs, Inc.

To Whom It May Concern:

Enclosed please find the following:

1. The original articles of incorporation for American Museum of Entrepreneurs, Inc., a not for profit corporation formed under the Florida Not For Profit Corporation Act.

2. A certificate of designation of registered agent signed by the registered agent.

3. A check in the amount of \$122.50.

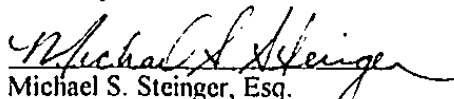
4. One copy of the articles of incorporation for certification.

Please complete the filing of these documents as soon as possible. Once executed, please forward the documents to:

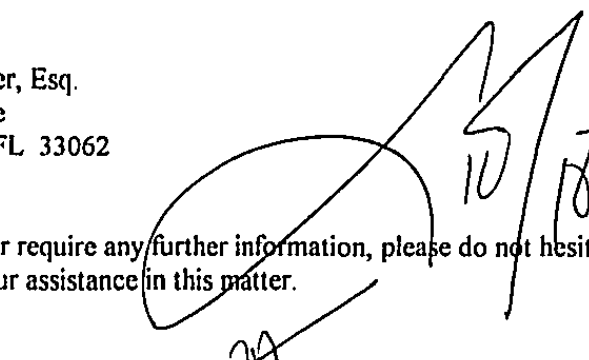
Michael S. Steinger, Esq.
2780 SE 7th Drive
Pompano Beach, FL 33062
(954) 943-7300

Should you have any questions, or require any further information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,


Michael S. Steinger, Esq.

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96 OCT 18 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA


10916-20287
P.O. 3511



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 3, 1996

MICHAEL S STEINGER, ESQ
2780 S.E. 7TH DRIVE
POMPANO BEACH, FL 33062

SUBJECT: AMERICAN MUSEUM OF ENTREPRENEURS, INC.
Ref. Number: W96000020887

We have received your document for AMERICAN MUSEUM OF ENTREPRENEURS, INC. and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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

Letter Number: 496A00045221

MICHAEL S. STEINGER, ESQ.

ATTORNEY-AT-LAW

2780 SE 7th Drive
Pompano Beach, FL 33062

Telephone 954-943-7300

October 11, 1996

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

RE: American Museum of Entrepreneurs, Inc.
Ref. Number: W96000020887

Enclosed please find the following:

1. A revised Articles of Incorporation for American Museum of Entrepreneurs, Inc., a not for profit corporation formed under the Florida Not For Profit Corporation Act.
2. A certificate of designation of registered agent signed by the registered agent.
3. One copy of the articles of incorporation for certification.

Per your letter dated October 3, 1996, a copy of which has been attached, the Articles of Incorporation have been corrected to include the following:

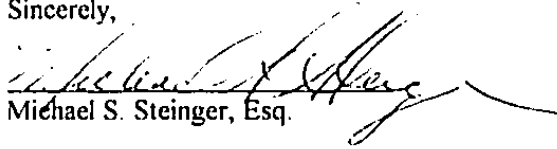
1. The corporation's principal office, which is the same as its mailing address, has been included within the Articles of Incorporation as required per Florida Statutes section 607.0202(1)(b) or 617.0202(1)(b).
2. The Board of Directors consists of three (3) directors, the minimum required per Florida Statute section 617.0803.

Please complete the filing of these documents as soon as possible. Once executed, please forward the documents to:

Michael S. Steinger, Esq.
2780 SE 7th Drive
Pompano Beach, FL 33062
(954) 943-7300

Should you have any questions, or require any further information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,


Michael S. Steinger, Esq.

**ARTICLES OF INCORPORATION
OF
AMERICAN MUSEUM OF ENTREPRENEURS, INC.**

BY THESE ARTICLES OF INCORPORATION the subscribers form a corporation under Florida law

- 1 NAME. The name of this corporation is American Museum of Entrepreneurs,
- 2 INITIAL PRINCIPAL OFFICE. The address of the initial principal office and the registered office address of the Corporation is 2881 E. Oakland Park Blvd., Suite 200, Ft. Lauderdale, Florida 33306.
- 3 PURPOSE. The purpose for which this corporation is organized is the formation and operation of an educational museum.
- 4 MEMBERS. (a) The corporation will have members. The bylaws of the corporation contain provisions relating to qualifications for membership, the rights of members, and other such matters.
- (b) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.
- 5 TERM. This corporation shall exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. SUBSCRIBERS The names and residence of the subscribers are:

Robert Piccolo
4100 Galt Ocean Drive #701
Ft. Lauderdale, FL 33308

Michael S. Steinger, Esq.
2881 E. Oakland Park Blvd., Ste. 200
Ft. Lauderdale, FL 33306

7. OFFICERS (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the bylaws.

(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President: Robert Piccolo
Secretary: Michael S. Steinger, Esq.

8. DIRECTORS. This corporation shall have a board of directors of three (3) directors initially. The number of directors shall be prescribed in the bylaws from time to time, but at no time shall be less than three (3) in number. The names and addresses of the directors who shall serve until the first election are:

(a) Robert Piccolo
4100 Galt Ocean Drive #701
Ft. Lauderdale, FL 33308

(b) Michael S. Steinger, Esq.
2881 E. Oakland Park Blvd., Ste. 200
Ft. Lauderdale, FL 33306

(c) Frank Robert Piccolo
4100 Galt Ocean Drive #701
Ft. Lauderdale, FL 33308

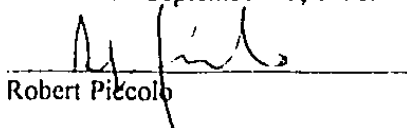
Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors. The method of election and removal of the directors of the corporation is set forth in the bylaws.

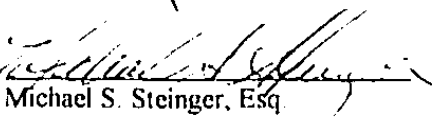
9. BYLAWS. The bylaws of the corporation shall be adopted by the board of directors.

10. AMENDMENTS. An amendment to these articles may be proposed by the board of directors.

11. RESIDENT AGENT. The initial resident agent for this corporation is Michael S. Steinger, Esq. and initial resident office is located at 2881 E. Oakland Park Blvd., Ste. 200, Ft. Lauderdale, Florida.

DATED on September 25, 1996.


Robert Piccolo


Michael S. Steinger, Esq.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me, a Notary Public this
25 day of September 1996 by ROBERT PICCOLO, who is personally known to
me, or who has produced DRIVERS LICENSE as identification.



Gwen M. Jackson
NOTARY PUBLIC, State of Florida GWEN M. JACKSON
print name or seal

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me, a Notary Public this
25 day of September 1996 by MICHAEL S. STEINGER ESQ., who is
personally known to me, or who has produced DRIVERS LICENSE as
identification.



Gwen M. Jackson
NOTARY PUBLIC, State of Florida GWEN M. JACKSON
print name or seal

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

- 1 The name of the Corporation is American Museum of Entrepreneurs, Inc.
- 2 The name and address of the registered agent and office of the Corporation is:

Michael S. Steinger, Esq.
2881 E. Oakland Park Blvd., Ste. 200
Ft. Lauderdale, FL 33306

Signed: _____

Robert Piccolo
President

September 25, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Michael S. Steinger
Michael S. Steinger, Esq.
September 25, 1996

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me, a Notary Public, this 25 day of September 1996 by MICHAEL STEINGER, who is personally known to me, or who has produced DRIVERS LICENSE as identification.



Gwen M. Jackson
NOTARY PUBLIC, State of Florida GWEN M. JACKSON
print name or seal

FILED
96 OCT 18 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA