

STEPHEN L. SEFTENBERG, ESQ.

*Attorney-at-law
Admitted in Florida and Illinois*

Florida:

2800 North Flagler Drive
Suite 205
West Palm Beach, FL 33407

Telephone: (361) 84-9570
Facsimile: (361) 84-9558

Illinois:

Offices of Alan H. Hammerman
640 North LaSalle Street, #390
Chicago, IL 60610

Telephone: (312) 642-1522
Facsimile: (312) 642-9400

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*Please respond to Florida office

December 30, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-01/04/99-01129-020
*****52.50 *****52.50

Re: Florida Institute of Cultural and Entertainment Arts, Inc.

Gentlemen:

Two copies of Articles of Amendment to and Restatement of the Articles of Incorporation of Florida Institute of Cultural and Entertainment Arts, Inc., are enclosed. Please file the original and date stamp the copy and return it to the undersigned.

A check for \$52.50 is enclosed covering the fee for a Certificate of Good Standing and a certified copy of Articles of Incorporation.

Sincerely,

SL Seftenberg
Stephen L. Seftenberg

Enclosures

cc: John M. Collins, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE ARTICLES OF INCORPORATION
OF
FLORIDA INSTITUTE OF CULTURAL AND ENTERTAINMENT ARTS**

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation not for profit adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

1. The name of the corporation not for profit is "Florida Institute of Cultural and Entertainment Arts, Inc."

2. The text of the amended and restated Articles of Incorporation is as follows:

"ARTICLE I - NAME

The name of this corporation shall be Florida Institute of Cultural and Entertainment Arts, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be: 2800 North Flagler Drive, Suite 205, West Palm Beach, FL 33407

ARTICLE III - DURATION AND COMMENCEMENT

This corporation shall exist perpetually beginning on December 17, 1997

ARTICLE IV - PURPOSES

1. To expand the educational, cultural, social, economic and entrepreneurial opportunities open (1) to youths living in low income or blighted neighborhoods, (2) to youths disadvantaged on account of their race, sex, creed, or age.

2. To identify, nurture, develop and train youths described in Section 1 of this Article possessing talents in the areas of cultural and entertainment arts.

3. To act in any other fashion and engage in any other activities and functions as are deemed to be proper and to further the goals and purposes of this corporation.

4. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its 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 above. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or

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distribution of statements) any political campaign on behalf of or in opposition to any public office. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by corporations (a) exempt from federal income tax under Section 501(c)(3) or described in Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding Section of any subsequent federal tax code (the "Code"); or (b) contributions to which are deductible under Section 170(c)(2) of the Code.

5. It is the intent and purpose of this corporation to qualify as a "public" charity. During any period in which this corporation is a "private foundation" as defined in Section 509(a) of the Code, it

(a) May not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code which would give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(b) May not retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(c) May not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code;

(d) May not make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a); and

(e) Shall distribute, for the purposes specified above, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE V - MEMBERS

This corporation shall have no members.

ARTICLE VI - MANNER OF ELECTION OF DIRECTORS

The number of directors, their methods of election or appointment and their respective duties shall be stated in the By Laws.

ARTICLE VII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, its assets shall be distributed (1) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or (2) to the federal, state or local government for public purposes. Any assets not so disposed of shall be disposed of by final order of the appropriate court of the county in which the principal office of this corporation is then located,

exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE IX - REGISTERED OFFICE AND AGENT


The name and Florida street address of the registered agent are: Stephen L. Seftenberg, 2800 North Flagler Drive, Suite 205, West Palm Beach, FL 33407.

3. These Articles of Restatement contain amendments to the Articles of Incorporation. ~~Such~~ There are no members entitled to vote. ~~amendments do not require member approval.~~ The Board of Directors adopted these changes at a duly called meeting at which a quorum was present held on October 30, 1998.

EXECUTION

The undersigned has executed these Articles of Restatement on this 30th day of October, 1998."

ATTESTED

X 
As its Secretary

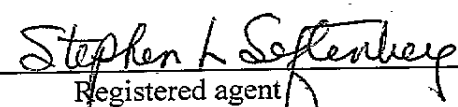

As its President

[CORPORATE SEAL]

Acceptance by Registered Agent

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.

Dated: October 30, 1998


Registered agent
Address: 2800 North Flagler Drive, Suite 205
West Palm Beach, FL 33407

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