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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BASEBALL MUSEUMHIALEAH, INC.

AUDIT NUMBER.....H98000001690

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 10

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**ARTICLES OF INCORPORATION
OF
BASEBALL MUSEUM-HIALEAH, INC.**

A Florida Not For Profit Corporation

ARTICLE I - NAME

The name of this Corporation is BASEBALL MUSEUM-HIALEAH, INC.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a Not For Profit Corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual; and the Corporation's existence shall commence on January 20, 1998.

ARTICLE IV - GENERAL OR SPECIFIC PURPOSES

The purposes for which the Corporation is organized are:

To take and hold by bequest, devise, gift, purchase, lease or otherwise, any property real or personal, without limitation as to value, insofar as the same may be held by a not for profit corporation organized under the Florida Not For Profit Corporation Act.

To hold, maintain, use, convey, sell or dispose of such property and to invest, reinvest, administer, collect and receive the income and profits thereof, and expend

Articles prepared by:
Richard F. Joyce III, Esq.
8555 N. Kendall Dr., #200
Miami, FL 33176
Tel. (305) 275-8606
FBN: 0915701

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the principal thereof and the income therefrom, in any manner as may be permitted by law and as, in the judgment of the Board of Directors, will best promote the purposes for which the Corporation is organized.

Subject to the restrictions and limitations hereinafter set forth, to hold, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, cultural or educational purposes by such agencies and means as shall, from time to time, be found appropriate therefor, either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code and the Regulations thereunder as they now exist or as they may hereafter be amended; and,

To have in furtherance of these purposes, all of the powers conferred upon or permitted to corporations organized under the Florida Not-For-Profit Corporation Act.

ARTICLE V - PRIVATE FOUNDATION STATUS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation or any other 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, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

2. No substantial part of the activities of the Corporation shall be the

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carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

3. In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, as

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amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, or corresponding provisions of any subsequent Federal tax laws.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, and the Regulations issued pursuant thereto as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, and said Regulations as they now exist, or as they may hereafter be amended.

ARTICLE VI - SCOPE OF ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other

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organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in 501(c) of the Internal Revenue Code of 1986 and the Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

ARTICLE VII - INCORPORATOR

1. The name and address of the incorporator signing these Articles of Incorporation is: Richard F. Joyce III, Esq., 9555 North Kendall Drive, Suite #200, Miami, Florida 33176; who is a true fan of baseball.

2. The incorporator shall appoint the initial Board of Directors pursuant to Section 617.0205 of the Florida Statutes and the initial Board of Directors shall complete the organization of the Corporation.

3. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.

4. The initial Board of Directors of the Corporation shall have six members.

5. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to its Bylaws, but there shall never be less than three Directors.

6. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the

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Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote by the Board of Directors. Any certificate or document filed under any provision of law which relates to action so taken shall state the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors to so act. Such a statement shall be *prima facie* evidence of such authority.

ARTICLE VIII - MEMBERSHIP

The Corporation shall have Members. The Bylaws shall describe, define, and regulate the classes of Members, membership voting rights, admission criteria and qualifications for membership, and any other matter regarding membership as contained in the Florida Not For Profit Corporation Act.

ARTICLE IX - AMENDMENT OF ARTICLES

The Articles of Incorporation of this Corporation may be amended from time to time, provided that any such amendment shall conform to the procedure set forth in the Florida Not For Profit Act.

ARTICLE X - BYLAWS

The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws

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may be amended from time to time by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - REGISTERED OFFICE AND AGENT

1. The initial principal office and mailing address of the Corporation shall be located at 419 West 49th Street, Hialeah, Florida 33012.
2. The initial registered agent of the Corporation shall be attorney and true baseball fan Richard F. Joyce III with his office located at 9555 North Kendall Drive, Suite 200, Miami, Florida 33176, having a telephone number of (305) 275-8606.

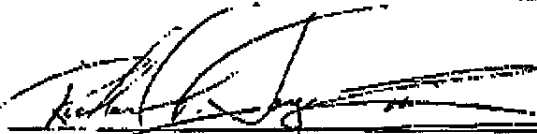
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being the initial registered office of the Corporation.

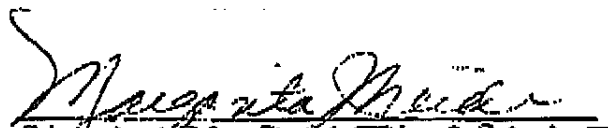
IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on January 20, 1998.

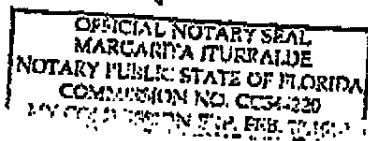

RICHARD F. JOYCE III, Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared, RICHARD F. JOYCE III, who executed and
subscribed the foregoing Articles of Incorporation, before me, and acknowledged that
he executed and subscribed to the same for the purposes therein expressed, and who
is personally known to me.


Print: MARGARITA ITURRALDE
NOTARY PUBLIC, State of Florida
January 20, 1998



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST -- That BASEBALL MUSEUM-HIALEAH, INC., is a not for profit corporation, desiring to organize and/or qualify under the laws of the State of Florida with its principal place of business in the City of Hialeah, County of Miami-Dade, State of Florida, and has named attorney RICHARD F. JOYCE III located at 9555 N. Kendall Dr., #200, Miami, FL 33176, as its agent to accept service of process within Florida.

BASEBALL MUSEUM-HIALEAH, INC.

By: 
RICHARD F. JOYCE, III
TITLE: Incorporator

DATE: January 20, 1998.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

REGISTERED AGENT

By: 
RICHARD F. JOYCE III

DATE: January 20, 1998.

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