

N98000000921

MICHAEL L. BREWER

Attorney at Law
500 Canal Street, New Smyrna Beach, Florida 32168
(904) 423-5504

Telecopier: (904) 423-8370

November 2, 2000

FILED
00 NOV -6 PM 12:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

200003453232--3
-11/06/00-01089-010
*****43.75 *****43.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Maya Plisetskaya and Rodion Shchedrin International
Foundation, Inc.


Dear Sir or Madam:

Enclosed please find a Certificate in Support of Restated and Amended Articles of Incorporation and an original and one copy of Restated and Amended Articles of Incorporation for the above referenced corporation. Also enclosed is Brewer, P.A. check number 8245 made payable to the Secretary of State in the amount of forty-three dollars and seventy-five cents (\$43.75) for the following:

1. Filing Fee	\$ 35.00
2. Certified copy of Amended Articles	\$ 8.75
Total	\$ 43.75

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,


Michael L. Brewer, Esq.

MLB/cag

Rstart


T. LEWIS NOV 14 2000

CERTIFICATE IN SUPPORT

OF

RESTATED AND AMENDED ARTICLES OF INCORPORATION

There are no members to this corporation. No member approval of the Amendments is required. The Board of Directors has authority to adopt amendments and has adopted the Restated and Amended Articles of Incorporation of MAYA PLISETSKAYA AND RODION SHCHEDRIN INTERNATIONAL FOUNDATION, INC. by a majority vote on November 1, 2000. The Board of Directors authorized VICTOR TCHELISTCHEFF, the Subscriber to the original Articles of Incorporation, to execute these Restated and Amended Articles of Incorporation.


MICHAEL L. BREWER, Secretary

FILED
00 NOV -6 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF

MAYA PLISETSKAYA AND RODION SHCHEDRIN INTERNATIONAL FOUNDATION, INC.

The undersigned hereby file these Articles for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a Corporation not-for-profit.

ARTICLE I

NAME

The name of this Corporation shall be MAYA PLISETSKAYA AND RODION SHCHEDRIN INTERNATIONAL FOUNDATION, INC.

ARTICLE II

DURATION

This Corporation shall exist perpetually unless sooner terminated in accordance with Law; and the Corporate existence commenced on February 16, 1998, when the original Articles of Incorporation were accepted for filing by the Department of State.

ARTICLE III

PURPOSE

The purposes for which MAYA PLISETSKAYA AND RODION SHCHEDRIN INTERNATIONAL FOUNDATION, INC. is organized and shall be operated are exclusively to receive and administer funds for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest

such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-For-Profit Corporation Law.

a. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any 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, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

c. The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

d. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

e. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

f. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

g. Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations 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 such code and regulations as they now exist or as they may hereafter be amended.

h. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

POWERS

Notwithstanding any other provision of these Articles, this organization shall carry on only activities which are 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 provisions of any future United States Internal Revenue Law.

The Corporation shall engage in activities generally for the purpose of promoting advancement of the arts of dance and music.

ARTICLE V

DEDICATION

Upon the dissolution of the Corporation, assets shall be

purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organizations, as said Court shall determine, which are organized and are operated exclusively for such purposes.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS, INITIAL REGISTERED

OFFICE AND AGENT

The principal place of business and general office of this Corporation shall be 500 Canal Street, New Smyrna Beach, Volusia County, Florida 32168, but the Corporation may maintain offices and transact business at such other places, either within or outside the State of Florida, and either within or outside the United States of America, as the Board of Directors may from time to time provide by resolution. The initial registered office of this Corporation shall be 500 Canal Street, New Smyrna Beach, Florida. The name of the initial registered agent of this Corporation is Michael L. Brewer, whose street address is 500 Canal Street, New Smyrna Beach, Florida 32168.

ARTICLE VII

INITIAL DIRECTORS

This Corporation initially shall have nine (9) directors. The directors shall be appointed by MAYA PLISETSKAYA and RODION SHCHEDRIN, during their lifetimes. Thereafter, the directors shall be appointed by a majority vote of the then existing directors. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than three (3). There shall always be an odd number of Directors. The directors shall serve for life, or until removal, or their earlier resignation. The names and addresses of the initial directors are:

NAME

ADDRESS

VICTOR TCHELISTCHEFF 384 DeSoto Drive
New Smyrna Beach, FL 32169
SUZANNE FETSCHER 400 N. Church St., Apt. 214
Charlotte, NC 28202
ELGER NIELS Ho Flaan 215
Leiden, Netherlands NL232-SR
NATALIA SHADRINA Begovaya UL.6, Block 3, Apt. 159
125284 Moscow, Russia
MAXIM VENGEROV c/o Mark Hilbrew
Askonas Holt ltd. Lonsdale Chambers
27 Chancery Lane
London WC2A1PF
NATALIA KALASNIKOVA Vitauto 52-12
4050 Trakai, Lithuania

ARTICLE VIII

INCORPORATOR

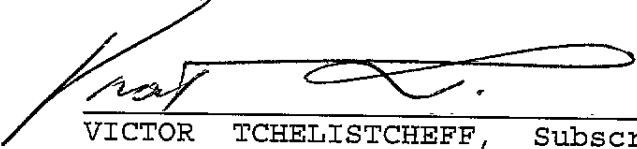
The name and address of the person signing these Articles are Victor Tchelistcheff, 384 DeSoto Drive, New Smyrna Beach, Florida 32169. These Restated and Amended Articles of Incorporation were adopted by a majority vote of the Board of Directors on November 1, 2000.

ARTICLE IX

MEMBERS

This Corporation shall have no members.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have executed these Amended and Restated Articles of Incorporation on this 2nd day of NOVEMBER, 2000.


VICTOR TCHELISTCHEFF, Subscriber

STATE OF FLORIDA

COUNTY OF VOLUSIA

Before me, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared VICTOR

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 2nd day of
November, 2000.



Michelle L. VanLancker
MY COMMISSION # CC680661 EXPIRES
October 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Michelle L. VanLancker

NOTARY PUBLIC

My Commission Expires: 10/31/2001