

JOHN LEE BREWERTON, III, P.A.

COUNSELOR AT LAW

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N 990000000002

December 30, 1998

VIA FEDERAL EXPRESS

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

Re: New Year's Eve Gala for Kids, Inc.

Dear Madam or Sir:

Attached herewith please find the Articles of Incorporation for the above-captioned 501(c)(3) not-for-profit corporation and my firm's check number 2555, payable to the Florida Department of State in the amount of \$78.75. Please file these Articles today (December 31, 1998), and return a certified copy to me in the self-addressed Federal Express envelope.

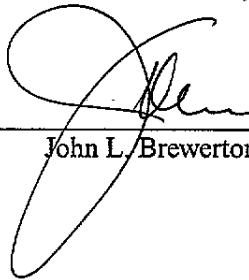
Thank you in advance for your assistance in this matter, if you have any questions, please do not hesitate to call me or Carol Seigworth in my absence.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: _____



John L. Brewerton, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Encl.
JLB/cs



ARTICLES OF INCORPORATION
OF
NEW YEAR'S EVE GALA FOR KIDS, INC.
(A Florida Not-for-Profit Corporation)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is NEW YEAR'S EVE GALA FOR KIDS, INC. (the "Corporation").

ARTICLE II

Authority

The Corporation is organized as a not-for-profit corporation pursuant to the Florida Not-For-Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III

Purpose

The Corporation is organized exclusively for not-for-profit organization purposes, including, but not limited to raising money and donations exclusively for Internal Revenue Code ("IRC") Section 501(c)(3) charities benefiting children.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by or imposed under the laws of the State of Florida and the IRC upon not-for-profit corporations, including, but without limitation, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the purposes contemplated herein.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under IRC Section 501(a) as an organization described in IRC Section 501(c)(3).

ARTICLE IV

Membership

The Corporation shall have officers and directors a set forth in these Articles and the Bylaws of this Corporation. Initially, the Corporation shall not have members; *provided, however*, that the Corporation's Board of Directors may in the future deem it to be in the best interests of the

Corporation in order to further its purposes to admit members in accordance with the terms as shall be enumerated in the Bylaws, or an amendment thereto. The Corporation shall not have shareholders.

ARTICLE V

Incorporator

The name and address of the incorporator is:

John L. Brewerton, III, P.A.
250 North Orange Avenue, Penthouse Suite
Orlando, Florida 32801

ARTICLE VI

Registered Agent, Address: Principal Office of Corporation

The registered agent of this corporation shall be John L. Brewerton, III, P.A. The street address of the registered agent of this corporation shall be at 250 North Orange Avenue, Penthouse Suite, Orlando, County of Orange, Florida. The principal office address of the corporation shall be 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801 and the principal mailing address of the corporation shall be 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801.

ARTICLE VII

Officers

Section 1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the Bylaws. The duties of such officers shall be as provided in the Bylaws. No Officer will be paid any compensation for serving in office.

Section 2. The names of the persons who are to serve as initial officers of the Corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name</u>
President	Robert J. Vega
Vice President	John L. Brewerton, III
Treasurer	Jim Moye
Secretary	Ira Kitograd

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VIII

Board of Directors

Section 1. The affairs of the corporation shall be managed by a Board of Directors. No director will be paid any compensation for serving as a member of the Board of Directors.

Section 2. The number of directors of the Corporation shall be not less than two (2), which number may be increased or decreased from time to time, in the manner provided by the Bylaws, but shall never be more than thirty-five (35).

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and address of the persons who are to serve as initial members of the Board of Directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Robert J. Vega	250 North Orange Avenue Penthouse Suite Orlando, FL 32801
John Lee Brewerton, III	250 North Orange Avenue Penthouse Suite Orlando, FL 32801
Jim Moye	250 North Orange Avenue Penthouse Suite Orlando, FL 32801
Ira Kitograd	250 North Orange Avenue Penthouse Suite Orlando, FL 32801

ARTICLE IX

Bylaws

Section 1. At the initial meeting of the Corporation, the Directors of the corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members of the Board of Directors as provided in the initial Bylaws.

ARTICLE X

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the Board of Directors upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI

Tax-Exempt Status

No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributed to, any director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions and furtherance of the purposes set forth in Article III hereof. The corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be carrying on the propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these articles, the 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) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII

Meetings

Section 1. The annual meeting for this election of members of the Board of Directors shall be held as may be provided by the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIII

Distribution of Assets Upon Dissolution

Upon dissolution, assets will be distributed to organizations which are tax-exempt under I.R.C. Section 501(c)(3).

ARTICLE XIV

Indemnification

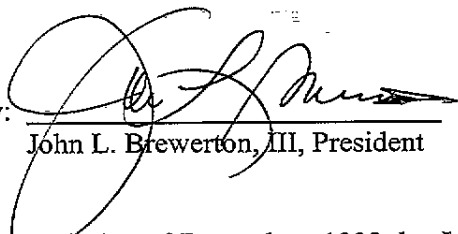
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator have hereunto set my hand and seal this 30th day of December, 1998 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

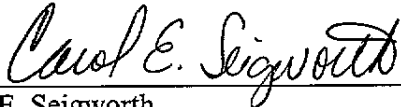
INCORPORATOR

JOHN L. BREWERTON, III, P.A.

By: _____


John L. Brewerton, III, President

SWORN TO AND SUBSCRIBED before me this 30th day of December, 1998, by John L. Brewerton, III, as President of John L. Brewerton, III, P.A., a Florida corporation, who is personally known to me.



Carol E. Seigworth

Commission No.: CC594848



Carol Seigworth
My Commission CC594848
Expires Oct. 21, 2000

REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Not For Profit Corporation Act, the following is submitted, in compliance with said statute:

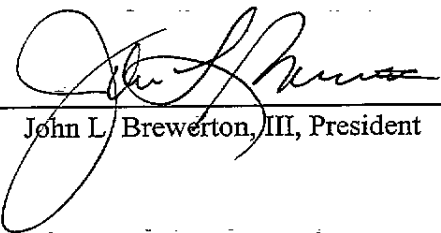
That New Year's Eve Gala For Kids, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named John L. Brewerton, III, P.A., located at 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.

JOHN L. BREWERTON, III, P.A .

DATED: December 30, 1998

By: 
John L. Brewerton, III, President

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98 DEC 31 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA