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LAW OFFICES OF
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A Professional Association
Established 1959

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April 29, 1999

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

Re: Dante B. Fascell Scholarship/Leadership Endowment, Inc. - Articles of Incorporation

Dear Gentlemen:

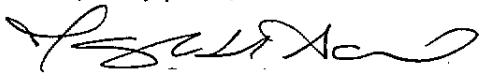
Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify, and return to this office in the enclosed self-addressed stamped envelope.

A check in the amount of \$122.50 is enclosed payable to the Department of State, to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	<u>\$ 122.50</u>

Very truly yours,



Marybeth Acuna
Legal Assistant

/ma

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 10:45

R. Furkton MAY -7 1999

ARTICLES OF INCORPORATION

OF

DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP ENDOWMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 AM 10:45

We, the undersigned, with other persons, being desirous of forming a corporation for charitable and philanthropic purposes under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP
ENDOWMENT, INC., a corporation not for profit.

ARTICLE II - PURPOSE

Said Corporation is organized exclusively for charitable and educational purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding Section of any future Federal Tax Code.

ARTICLE III - QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons who are duly qualified members of the Greater Miami Alumni Association, Inc. This corporation is being organized under a non-stock basis. Therefore, no member shall have stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are as follows:

NAMES:

Ernest W. Kent

ADDRESS:

308 Lt. Ms. Muffett Lane
Key Largo, Florida 33037

Nicholas P. Valeriani

3515 East Glencoe Street
Miami, Florida 33133

Ted Pickering

1320 Tidal Pointe Boulevard
Jupiter, Florida 33477

ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be a President, Vice-President, a Secretary, and a Treasurer.

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

NAME:

TITLE:

Ernest W. Kent

President

Nicholas P. Valeriani

Vice-President

Ted Pickering

Secretary

Nat Naccarato

Treasurer

Section 3. The officers shall be those persons who are the elected officers of the DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP ENDOWMENT, INC., or its successor in interest, and shall serve for as long as they hold the respective offices in the DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP ENDOWMENT, INC.





ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have six (6) directors initially. The number of directors may never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be those persons who are elected as directors of DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP ENDOWMENT, INC. They shall hold their directorships for as long as they are directors of the DANTE B. FASCELL SCHOLARSHIP/LEADERSHIP ENDOWMENT, INC.

Section 4. The names and addresses of the persons who are to serve as directors until June 1, 2000, are:

<u>NAME</u>	<u>ADDRESS</u>
 Ernest W. Kent	308 Lt. Ms. Muffett Lane Key Largo, Florida 33037
 Nicholas P. Valeriani	3515 East Glencoe Street Miami, Florida 33133
 Ted Pickering	1320 Tidal Pointe Boulevard Jupiter, Florida 33477
 Nat Naccarato	10717 S.W. 104 th Street Miami, FL 33176
Walt Etling	662 N.E. 105 th Street Miami Shores, Florida 33138
Harvey Benefield	1261 Algardi Avenue Coral Gables, Florida 33146

ARTICLE VIII - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered, or rescinded by a majority of those members of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the by-laws of intention to submit such amendments.

ARTICLE X - ADDRESS

The initial street and mailing address of the principal office of this corporation shall be 17415 S. Dixie Highway, Miami, Florida 33157-5434. Corporate offices may be moved from time to time as provided in the by-laws.

ARTICLE XI - INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 80% of the value of the property of the corporation.

ARTICLE XII - DUES

The amount of the yearly dues payable by members shall be such amount as may be determined from time to time by the Board of Directors.

ARTICLE XIII - ACQUISITION OF PROPERTY

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise, or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV - ANNUAL MEETING

Section 1. The annual meeting for the election of members of the Board of Directors shall be held during the month of May of each year.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. A majority of the members shall constitute a quorum for the holding of any meetings.

ARTICLE XV - DISTRIBUTION OF EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in furtherance of the purposes set forth in Article Two hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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).

ARTICLE XVI - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which 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 designated purposes.

ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this state shall be EDWARD P. LUDOVICI, ESQ. at 17415 S. Dixie Highway, Miami, Florida 33157-5434.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21 day of April, 1999.



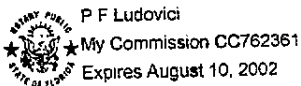
ERNEST W. KENT

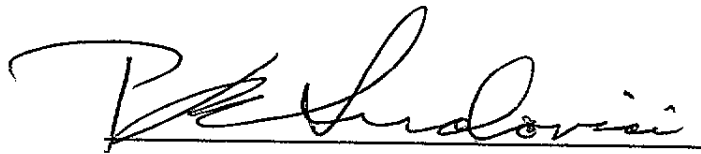
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me the 21 day of April, 1999, by ERNEST W. KENT, who is personally known to me or () has produced _____, as

identification and did take an oath.

Notary Seal:



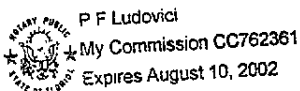

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

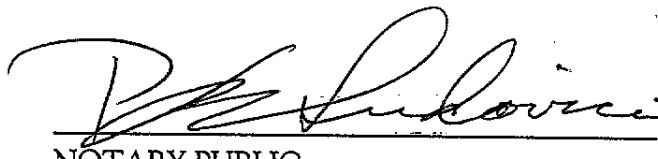

NICHOLAS P. VALERIANI

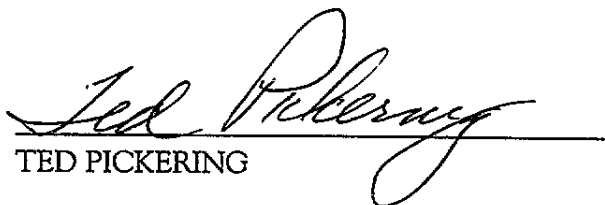
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

The foregoing instrument was acknowledged before me the 21 day of April, 1999, by
NICHOLAS P. VALERIANI, who is personally known to me or () has produced _____
as identification and did take an oath.

Notary Seal:



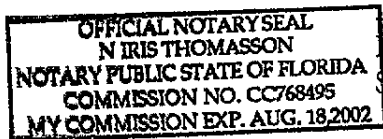

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


TED PICKERING

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS

The foregoing instrument was acknowledged before me the 23RD day of April, 1999, by
TED PICKERING, who is personally known to me or () has produced FL D/C, as
identification and did take an oath.

Notary Seal:



N. Iris Thomasson

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Having been named to accept service of process for the above stated corporation, at the place set forth in this certificate, I hereby accept said designation and agree to comply with the provisions of said Act relative to keeping open said office.

Edward P. Ludovici

EDWARD P. LUDOVICI, ESQ.
Registered Agent

dante.inc