



THE UNITED STATES
CORPORATION
COMPANY

N99000006018

ACCOUNT NO. : 072100000032

REFERENCE : 395152 121767A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70

ORDER DATE : October 1, 1999

ORDER TIME : 11:09 AM

400003002624--5

ORDER NO. : 395152-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: RAVE FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

2295

W99-22775

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT - 1 PM 3:03

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 OCT - 1 PM 12:15

RECEIVED

TS 10/11/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RAVE FOUNDATION, INC.
Ref. Number: W99000022775

RESUBMIT

Please give original
submission date as file date.

Planet
We have received your document for RAVE FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00047957

RECEIVED
99 OCT 11 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLANET RAVE FOUNDATION, INC.
(a Florida corporation, not for profit)

FILED
99 OCT -1 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers to these Articles of Incorporation, all natural persons competent to contract, hereby make, subscribe, acknowledge and file the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I
Name and Location of Principal Office

The name of this corporation is Planet Rave Foundation, Inc., a Florida corporation, not for profit. Its principal office of business shall be at 3031 N.E. 163rd Street, North Miami Beach, FL 33160 with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II
Term

This corporation shall exist perpetually.

ARTICLE III
Incorporators

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

Alexander Zuyev

3300 N.E. 191st St.
Suite 1618
Aventura, FL 33180

ARTICLE IV
General Purposes

This corporation is formed exclusively for such charitable, religious, educational and scientific purposes with a view to qualification as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

This corporation's purpose is to educate, sponsor and promote the public awareness of the new cultural movement of RAVE music and lifestyle which combines technology with trance, techno, house and hip hop music.

ARTICLE V
Activities Not Permitted

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) 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) a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE VI
Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or 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, 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.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, scientific 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 VII
Management of Corporate Affairs

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three (3). The number of Directors of the corporation may be increased or diminished from time to time by amendments to the By-Laws, but in any case shall never be less than two (2).

The Directors shall be named at the first meeting of the Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a terms of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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 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 of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorize the Directors to so act.

ARTICLE VIII **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX **Membership**

The membership of this corporation shall consist of Founding Members, Corporate Members and Individual Members. The voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

ARTICLE X **By-Laws**

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the

Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI
Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors and the Founding Members.

ARTICLE XII
Initial Registered Office and Agent

The name and address of the initial registered agent of this corporation is Alhambra Registered Agents, Inc., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 8th day of October, 1999.

Alexander Zuyev

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

I HEREBY CERTIFY that on this 8 day of October, 1999, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Alexander Zuyev** to me well known and personally known to me to be the individual described in and who executed the foregoing instrument as Incorporator to the Articles of Incorporation of Planet Rave Foundation, Inc., and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 8th day of October, 1999.

Heather E Irving
★ My Commission CC821102
Expires May 4, 2003

[SEAL]

Notary Public

Print Name: _____

My commission _____



Heather E Irving

★ My Commission CC821102

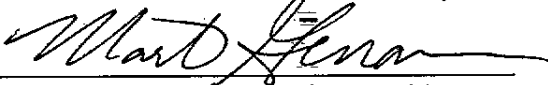
Expires May 4, 2003

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED THIS 8TH DAY OF OCTOBER, 1999.

ALHAMBRA REGISTERED AGENTS, INC.

By: 
Martin J. Genauer, Vice President

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FILED
99 OCT - 1 PM 3.03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA