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OFFICE USE ONLY (Document #)

Greenberg Training
(Requestor's Name)

Michelle 425-8526
(City, State, Zip) (Phone #)

FEB 20 11:01
FEDERAL BUREAU OF INVESTIGATION

PL0001416967
-02/28/95-01060-004
****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Alfred & Rose Miniaci Foundation, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF

THE ALFRED & ROSE MINIACI FOUNDATION, INC.
(A Florida Not for Profit Corporation)

FILED
95 FEB 28 PM 11:33
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is **THE ALFRED & ROSE MINIACI FOUNDATION, INC.** (hereinafter called the "Corporation").

The address of the principal office and the mailing address of the Corporation shall be: 2100 South Ocean Lane, #2306, Fort Lauderdale, Florida 33301.

ARTICLE II

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

The purpose of the Corporation is to receive and administer money and property for charitable, religious, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, religious, educational, and scientific purposes, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE V

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VI

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VII

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee, or officer of the Corporation, or to any 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 IV hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VIII

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets 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 organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE IX

The Corporation shall have no members.

ARTICLE X

The name and address of the incorporator of the Corporation is Rose Miniaci, 2100 South Ocean Lane, #2306, Fort Lauderdale, Florida 33301.

ARTICLE XI

The number of persons constituting the Board of Directors shall be five (5) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of Directors be less than three (3). The names and addresses of the initial Board of Directors are as follows:

Rose Miniaci
2100 South Ocean Lane, #2306
Fort Lauderdale, Florida 33301

Dominick F. Miniaci, Esq.
821 East Broward Boulevard
Fort Lauderdale, Florida 33301

Albert J. Miniaci
1411 S.W. 31st Avenue
Pompano Beach, Florida 33069

The Directors of the corporation shall, at all times, be limited to individuals who shall be elected as provided in the Corporation's Bylaws.

ARTICLE XII

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

The street address of the initial registered office of the Corporation is 2100 South Ocean Lane, #2306, Fort Lauderdale, Florida 33301. The name of the initial registered agent of the Corporation at that address is Rose Miniaci.

ARTICLE XIV

The affairs of the Corporation shall be managed by the President, Secretary and Treasurer and such other officers as may from time to time be created by the Bylaws. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

President: Rose Miniaci
2100 South Ocean Lane, #2306
Fort Lauderdale, Florida 33301

Secretary: Dominick F. Miniaci, Esq.
821 East Broward Boulevard
Fort Lauderdale, Florida 33301

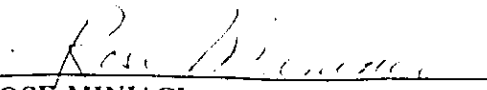
Treasurer: Albert J. Miniaci
1411 S.W. 31st Avenue
Pompano Beach, Florida 33069

The officers of this corporation, as provided by the Bylaws of the Corporation, shall be elected by the Board of Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Board of Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year.

ARTICLE XV

The annual meeting shall be held in accordance with the Bylaws.

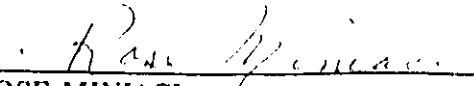
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of THE ALFRED & ROSE MINIACI FOUNDATION, INC. this 27th day of Feb, 1995.



ROSE MINIACI
Incorporator

CONSENT OF REGISTERED AGENT
OF
THE ALFRED & ROSE MINIACI FOUNDATION, INC.

The undersigned, Rose Miniaci, whose business address is 2100 South Ocean Lane, #2306, Fort Lauderdale, Florida 33301, hereby accepts appointment as the initial registered agent of **THE ALFRED & ROSE MINIACI FOUNDATION, INC.**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



ROSE MINIACI
Registered Agent

FILED
95 FEB 28 AM 11:33
TALLAHASSEE
FLORIDA

CORPORATE

N9500000976

CORPORATION INCORPORATED IN FLORIDA
(Requestor's Name)
1201 Hays Street
(Address) (904)
Tallahassee, FL 32301 222-9171
(City, State, Zip) (Phone #)

DIVISION OF CORPORATION
OFFICE USE ONLY

Please give the

~~8750~~ 122.50 3rd

CIS Acct. # _____
CIS Order # _____

AUTHORIZATION #072100000032

file date

Patricia Pizab

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- The Alfred + Rose M. Iniac Foundation, Inc.
(Corporation Name) (Document #)
- Merger
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

FILED
95 JUL -3 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/3/95
ADH
ADH
ADH
ADH

Examiner's Initials

N95000000476



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE ALFRED & ROSE MINIACI FOUNDATION, a Delaware corporation not authorized to transact business in Florida.

INTO

THE ALFRED & ROSE MINIACI FOUNDATION, INC., a Florida corporation,
N95000000976

File date: July 3, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 630062 4656B
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : \$ 122.50

ORDER DATE : June 30, 1995
ORDER TIME : 9:40 AM
ORDER NO. : 630062
CUSTOMER NO: 4656B
CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

Please give the 3rd's file date

ARTICLES OF MERGER

THE ALFRED & ROSE MINIACI
FOUNDATION, INC.

INTO

THE ALFRED & ROSE MINIACI
FOUNDATION, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF

THE ALFRED & ROSE MINIACI FOUNDATION
a Delaware corporation

WITH AND INTO

THE ALFRED & ROSE MINIACI FOUNDATION, INC.,
a Florida Not For Profit corporation

FILED
95 JUL -3 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1105 and 617.1107 of the Florida Not For Profit Corporation Act (the "Act"), THE ALFRED & ROSE MINIACI FOUNDATION, a Delaware corporation ("Miniaci-Delaware"), and THE ALFRED & ROSE MINIACI FOUNDATION, INC., a Florida Not For Profit corporation ("Miniaci-Florida"), hereby adopt the following Articles of Merger for the purpose of merging Miniaci-Delaware with and into Miniaci-Florida:

FIRST: The Agreement and Plan of Merger adopted by Miniaci-Delaware and Miniaci-Florida is attached hereto as Exhibit "A" (the "Merger Agreement").

SECOND: As Miniaci-Delaware and Miniaci-Florida have no members, the Merger Agreement was adopted by unanimous written consent of all of the members of the Board of Directors of Miniaci-Delaware (currently having three directors) and all of the members of the Board of Directors of Miniaci-Florida (currently having three directors), as of March 1, 1995, pursuant to Section 617.1105(3) of the Act, and the number of votes cast by the Board of Directors of Miniaci-Delaware and the Board of Directors of Miniaci-Florida was sufficient for approval of the Articles of Merger.

IN WITNESS WHEREOF, Miniaci-Delaware and Miniaci-Florida have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective presidents as of this 2nd day of March, 1995.

THE ALFRED & ROSE MINIACI
FOUNDATION, a Delaware corporation

By: Rose Miniaci
ROSE MINIACI
President

THE ALFRED & ROSE MINIACI
FOUNDATION, INC., a Florida Not For
Profit corporation


By: Rose Miniaci
ROSE MINIACI
President

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

The foregoing instrument was acknowledged before me this 3 day of MARCH, 1995
by Rose Miniaci as President of The Alfred & Rose Miniaci Foundation, a Delaware
corporation, on behalf of the corporation. She personally appeared before me, is personally
known to me or produced _____ as identification, and [did] [did not] take an
oath.

[NOTARIAL SEAL]

Notary: Rosemarie Febbrille
Print Name: Rosemarie Febbrille
Notary Public, State of Florida
My commission expires: August 23, 1998

 ROSEMARIE FEBBRILLO
Commission CC 395983
Expire AUGUST 23, 1998
Bonded By Service Inc.
() Personally Known () Other I.D.

STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

The foregoing instrument was acknowledged before me this 3 day of March, 1995 by Rose Miniaci as President of The Alfred & Rose Miniaci Foundation, Inc., a Florida Not For Profit corporation, on behalf of the corporation. She personally appeared before me, is personally known to me or produced _____ as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]



ROSEMARIE FEBRIELLO
Commission CC 395983
Expires AUGUST 23, 1998
Bonded By Servico Inc.
() Personally Known () Other I.F.

Notary: Rosemarie Febriello
Print Name: Rosemarie Febriello
Notary Public, State of Florida
My commission expires: August 23, 1998

EXHIBIT "A"

AGREEMENT
AND
PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Plan of Merger") is made and entered into as of the __ day of _____, 1995, by and between **THE ALFRED & ROSE MINIACI FOUNDATION**, a Delaware corporation ("Miniaci-Delaware"), and **THE ALFRED & ROSE MINIACI FOUNDATION, INC.**, a Florida Not For Profit corporation ("Miniaci-Florida"), said two corporations being herein sometimes collectively called the "Constituent Corporations".

W I T N E S S E T H:

WHEREAS, Miniaci-Delaware is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Miniaci-Florida is a Not For Profit corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of each of Miniaci-Delaware and Miniaci-Florida deem it advisable and in the best interest of Miniaci-Delaware and Miniaci-Florida, respectively, that Miniaci-Delaware merge (the "Merger") with and into Miniaci-Florida as provided herein;

WHEREAS, all of the members of the Board of Directors of Miniaci-Delaware and Miniaci-Florida have voted in favor of the Merger of Miniaci-Delaware with and into Miniaci-Florida.

NOW, THEREFORE, it is hereby agreed by and between Miniaci-Delaware and Miniaci-Florida that pursuant to the provisions of Section 607.1105 and other applicable sections of the Florida Not For Profit Corporation Act, Miniaci-Delaware is hereby merged with and into Miniaci-Florida, effective upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

IT IS FURTHER AGREED with respect to the Plan of Merger that:

1. The surviving corporation resulting from the Merger of Miniaci-Delaware with and into Miniaci-Florida shall be Miniaci-Florida.

2. The Articles of Incorporation of Miniaci-Florida shall not be affected by the consummation of the Merger herein provided and shall continue to be the Articles of Incorporation of the surviving corporation.

3. The Bylaws of Miniaci-Florida shall not be affected by the consummation of the Merger herein provided and shall continue to be the Bylaws of the surviving corporation.

4. As a result of this Merger:

(a) Miniaci-Delaware and Miniaci-Florida shall be a single corporation, and the surviving corporation shall be Miniaci-Florida.

(b) The separate existence of Miniaci-Delaware shall cease.

(c) As the surviving corporation of the Merger, Miniaci-Florida shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the Florida Not For Profit Corporation Act herein cited, and shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the constituent corporations to this Merger. Additionally, all property, real, personal and mixed, all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to each of the constituent corporations hereby merged shall be taken and deemed to be transferred to and vested in Miniaci-Florida without further act or deed, and the title to any real estate, or any interest therein, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of this Merger.

(d) On the Effective Date, Miniaci-Florida shall be responsible and liable for all the liabilities and obligations of each of the constituent corporations merged, and any claim existing or action or proceeding pending by or against either constituent corporation may be prosecuted as if this Merger had not taken place, or Miniaci-Florida may be substituted in the place of Miniaci-Delaware and neither the rights of creditors nor any liens upon the properties of the constituent corporations shall be impaired by reason of this Merger.

IT IS FURTHER AGREED that the respective Presidents of Miniaci-Delaware and Miniaci-Florida are hereby authorized and directed to prepare, execute and file with the Office of the Secretary of State in and for the State of Florida, Articles of Merger reflecting the Merger herein effected, together with any required articles of merger, in substantially the form included with this Plan of Merger and by this reference incorporated herein, and are further authorized and directed to take such additional necessary steps or implement such courses of action as are necessary to legally consummate the Merger herein effected.

IN WITNESS WHEREOF, Miniaci-Delaware and Miniaci-Florida, the constituent corporations to this Plan of Merger, have executed this Plan of Merger on the date first above written.

**THE ALFRED & ROSE MINIACI
FOUNDATION, a Delaware corporation**

By: _____
ROSE MINIACI
President

**THE ALFRED & ROSE MINIACI
FOUNDATION, INC., a Florida Not For
Profit corporation**

By: _____
ROSE MINIACI
President