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PICK-UP WAIT MAIL

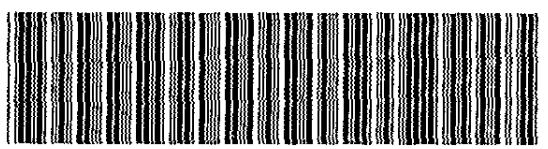
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DIVISION OF CORPORATIONS

4-21-03



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 057428 4305611

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : April 18, 2003

ORDER TIME : 9:22 AM

ORDER NO. : 057428-005

CUSTOMER NO: 4305611

CUSTOMER: Betsy A. Ruth, Paralegal
Mcnees Wallace & Nurick Llc

100 Pine Street
P.O. Box 1166
Harrisburg, PA 17108-1166

DOMESTIC FILING

NAME: HYBRID ART CENTRES INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Hybrid Art Centres Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1, Ave. de la Liberte, Jacmel, Haiti, W.I.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Please see attachment.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: Initial Board of Directors is to be appointed by the Incorporator. The Initial Board of Directors will then solicit and elect "Members" of the Corporation who, in turn, will be responsible for the election and oversight of subsequent Boards.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

1. Patrick N. Boucard, 1, Ave. de la Liberte, Jacmel, Haiti, W.I.
2. Katherine Tarratt Cross, 52 Cotswald Road, Bath BA2 2DL, United Kingdom
3. Timothy Pershing, 29 Jackson Street, Cambridge, Massachusetts 02140

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Louis A. Dejoie, Esq., 100 Pine Street, P.O. Box 1166, Harrisburg, PA 17108-1166

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Elizabeth B. Kenney

Signature/Registered Agent

4/18/03

Date

Corporation Service Company
Louis Armand Dejoie

Signature/Incorporator Louis Armand Dejoie

4/16/03

Date

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ALBANY, FLORIDA

**ATTACHMENT TO
ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)**

Hybrid Art Centers, Inc.

ARTICLE III PURPOSE

(a) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, 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.

(b) 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 herein. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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 purposes.

(d) The Corporation is formed for the purpose of establishing art schools and providing art and art-related instruction to financially disadvantaged persons in developing countries and in economically disadvantaged areas of the United States including, but not limited to, the following purpose:

(1) To conduct and sponsor instruction, study and research in painting, sculpture, arts and crafts;

(2) To aid in the development and promotion of artists and craft artisans in impoverished countries and areas who might not otherwise have opportunities to develop their skills and promote their work;

(3) To provide a venue for the sale and marketing of artwork and crafts produced by such artists and artisans.