

No 500000/122

(Requestor's Name)

THE BAIN LAW FIRM P.L.

649 Fifth Avenue South
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Naples, Florida 34102

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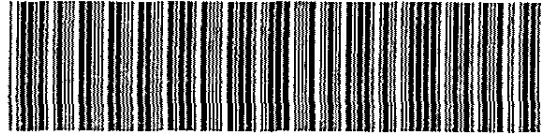
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January 24, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: TheatreZone Inc.


Dear Sir/Madame:

Please find enclosed the following in connection with the filing of articles of incorporation of the above-reference not-for-profit corporation:

1. Original and one (1) copy of Articles of Incorporation;
2. Original and one (1) copy of Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$87.50 for filing fee, registered agent designation, certified copies and certificate of status.

Please return the certified copies and certificate of status to the undersigned counsel in the enclosed self-addressed, stamped envelope. Thank you in advance for your anticipated prompt attention to this matter. Please call if you need anything further to process this request.

Sincerely,



Basil L. Bain

Encl.

CC: Client

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ARTICLES OF INCORPORATION
OF
THEATREZONE INC.
(A Corporation Not-For-Profit)

ARTICLE I

The name of the corporation (the "Corporation") is TheatreZone Inc..

ARTICLE II

The principal office or mailing address of the Corporation is 10365 6th Street North, Naples, Florida 34108.

ARTICLE III

The Corporation is organized exclusively for literary, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

ARTICLE V

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial

Prepared by Basil L. Bain, Esq.
The Bain Law Firm P.L.
649 Fifth Avenue South, Suite #205
Naples, Florida 34102
(239) 434-2294
Florida Bar No. 0106186

Directors until the first annual meeting of the Corporation or until their successors are elected, are:

Paul Phillips	255 13th Avenue South #301 Naples, Florida 34102
Kristy Knudsen Strong	1937 Timberline Drive Naples, Florida 34109
Kathleen Kolacz	5235 Tudor Courtney Naples, Florida 34112

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are:

Mark Danni
10365 6th Street North
Naples, Florida 34108

ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

ARTICLE XI

The name and address of the incorporator are:

Mark Danni
10365 6th Street North
Naples, Florida 34108

ARTICLE XII

Section 1. Prohibition on Private Inurement. No part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. The Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Tax-Exempt Status. 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(a) of the Code as an organization described in 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall make such distributions at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall not engage in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall not retain any excess business holdings (as defined in section 4943(c) of the Code).

Section 4. Jeopardizing Investments. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code.

Section 5. Taxable Expenditures. The Corporation shall not make any taxable expenditures (as defined in section 4945(d) of the Code).

ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 12 day of JANUARY, 2005, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: 
Mark Danni, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is:

TheatreZone Inc.

2. The name and address of the registered agent and office is:

Mark Danni
10365 6th Street North
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark Danni, Registered Agent

Dated: 1/12/05

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