

N960000000-746
KIRKPATRICK & LOCKHART LLP

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MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-1000
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February 7, 1996

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32314

500001710615
-02/08/96--01075--018
****122.50 ****122.50

Re: City Theatre, Inc.

Gentlemen:

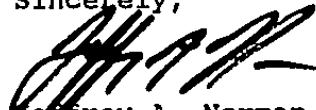
Enclosed for filing with your offices are Articles of Incorporation, in duplicate, prepared to effect the incorporation of City Theatre, Inc. Also enclosed is our check in the amount of \$122.50 in payment of the following fees:

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

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation with this matter.

Sincerely,


Jeffrey A. Norman

JAN/dw
Enclosure(s)

MI1-94768.1

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FEB 8 1996
V.I. ...

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CITY THEATRE INC.

(A CORPORATION NOT FOR PROFIT)

The undersigned, acting as incorporator of CITY THEATER, INC. under the Florida Not for Profit Corporation Act, adopts the following articles of Incorporation:

ARTICLE I NAME AND LOCATION

The name of the corporation is CITY THEATRE, INC., a Florida not for profit corporation (the "Corporation"), and the address of its initial principal office is 1450 S. Bayshore Drive, Suite 811, Miami, Florida 33131. The initial mailing address of the Corporation is 1450 S. Bayshore Drive, Suite 811, Miami, Florida 33131.

ARTICLE II TERM

The Corporation shall exist perpetually unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III PURPOSE

The Corporation is formed for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Within the scope of the foregoing, the Corporation is specifically organized to unite theatre artists from Dade, Broward and Palm Beach Counties in a collaborative interaction -- identifying new works, talented actors and promising directors. The primary forum for this collaboration is the production of an annual new plays festival and series of staged readings. The Corporation is authorized to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members or any private individual.

To the extent a corporation described by section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is permitted to do so, the corporation may distribute to other organizations, foreign or domestic, all or part of the funds it collects, but the corporation is not required to remit or distribute any part of its funds to any other organization.

The Corporation shall not, as a substantial part of its activities, carry on any 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.

ARTICLE IV ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, the 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 Code 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)(2) of the Code or any corresponding provision of any future United States Internal Revenue law.

ARTICLE V 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 organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator are:

<i>Name</i>	<i>Address</i>
Stephanie Norman	1450 S. Bayshore Dr. #811 Miami, Florida 33133

ARTICLE VII INITIAL 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 may be increased or decreased from time to time as authorized by a majority vote of the members, but shall never be less than three (3) persons. Directors shall be elected and hold office in accordance with the method prescribed in the Bylaws. The names and addresses of the first members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Stephanie Norman	1450 S. Bayshore Dr. #811 Miami, Florida 33131 305/381-9708
Elena Wohl	1233 Anastasia Avenue Coral Gables, Florida 33164 305/466-8489
Susl Westphal	525 Allendale Key Biscayne, Florida 33149_ 305/361-1585

ARTICLE VIII MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, 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 Bylaws.

ARTICLE IX BYLAWS

The Board of Directors of this Corporation may provide such Bylaws 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 Bylaws 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 Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Director of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Members.

ARTICLE XI INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Stephanie Norman, and the office of the initial registered agent is at 1450 S. Bayshore Dr. Suite 811, Miami, Florida 33131.

ARTICLE XII INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified to the fullest extent permitted by law by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the Corporation (whether or not he or she 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 or her). The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 7 day of February, 1996, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.


Stephanie Norman, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

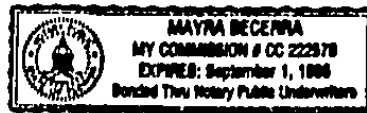
The foregoing instrument was acknowledged before me this 7 day of February, 1996, by Stephanie Norman, as Incorporator of City-Theater, Inc., a Florida not for profit corporation on behalf of said entity. She is personally known to me or has produced _____, as identification and did take an oath.

Mayra Becerra
Notary Public State of Florida at Largo

MAYRA BECERRA
Print Name of Notary

My Commission Expires: 9/1/96

Commission No. CC. 222578

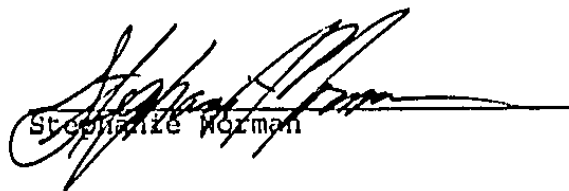


REGISTERED AGENT CERTIFICATE
OF
CITY THEATRE, INC.

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SECRETARY OF STATE,
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for CITY THEATRE, INC. at the place designated in the Articles of Incorporation, I, Stephanie Norman, 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.

DATED: February 7, 1996


Stephanie Norman