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Lou Tally

Attorney At Law

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December 30, 1998

Practicing Primarily in:

Business & Corporate Law

- Domestic Relations

Entertainment Law

Real Estate Law

Wills, Trusts & Probate

Lou Tally

Jana W. Boyette

Legal Assistant

500002727665--3

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

-12/31/98--01036--021
*****8.75 *****8.75

Re: Central Florida Theatre Alliance, Inc.
Our file no: 6734

500002727665--3

-12/31/98--01036--022
*****70.00 *****70.00

Ladies and Gentlemen:

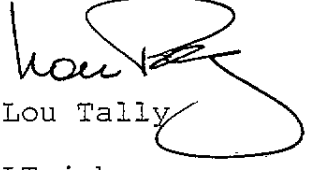
Enclosed for filing are the original Articles of Incorporation for the above corporation and our check in the amount of \$70.00 for the following fees:

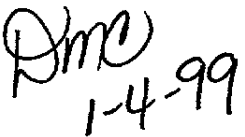
Filing Articles of Incorporation	\$35.00
Filing Registered Agent Designation	35.00
	<hr/>
	\$70.00

98DEC31 PM12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Also enclosed is a copy of the above Articles of Incorporation and our separate check in the amount of \$8.75 for the certification fee of same pursuant to the provisions of Section 15.09(1)(d), Florida Statutes (1997). We would appreciate your forwarding said certified copy to our office at the above address.

Sincerely,


Lou Tally



LT:jwb

Enclosures

Articles of Incorporation of
CENTRAL FLORIDA THEATRE ALLIANCE, INC.
a Florida Not For Profit Corporation

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the corporation is **CENTRAL FLORIDA THEATRE ALLIANCE, INC..**

Article II - Effective Date

Corporate existence shall begin upon the filing of these Articles with the Secretary of State of Florida.

Article III - Duration

The corporation shall have perpetual duration.

Article IV - Purposes

This corporation is a not for profit corporation, organized for the following purposes:

(a) The specific and primary purpose for which the Corporation is formed is for the purpose of promoting and strengthening the Theatre Arts community in Central Florida.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable, and educational 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, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) 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.

Article V - Corporate Address

The address of the principal office of the corporation, and the mailing address of the corporation, are as follows:

1001 East Princeton Street
Orlando, FL 32803.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI - Membership

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. Qualifications for membership shall be set forth in the bylaws.

Article VII - Registered Office and Agent

The street address of the initial registered office of the corporation is 3900 Lake Center Drive, Suite A-4, Mount Dora, Lake County, Florida. The name of its initial registered agent at such address is Lou Tally.

Article VIII - Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be set forth in the bylaws but shall not be less than the minimum number required by state law and, initially, shall be three (3). The term of office and manner of selecting and removing Directors shall be set forth in the bylaws. The initial Directors shall be

Terry Olson
45 E. Church Street
Orlando, FL 32803

Lou Tally
3900 Lake Center Dr.,
Ste. A-4
Mount Dora, FL 32757

Andy Anthony
45 E. Church Street
Orlando, FL 32803

Article IX - Meetings

Regular Board of Directors meetings shall be held at a time and place specified by the President, or at such place or places as the Board of Directors may designate from time to time by resolution.

Article X - Action Without Meeting

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 the 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 document filed under any provision of law that 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 of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article XI - Incorporator

The name and address of the incorporator is:

Name	Address
Lou Tally	3900 Lake Center Dr., Suite A-4 Mount Dora, FL 32757

Article XII - Officers

The Corporation shall have the following officers: President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize. The qualifications, duties, method of selection and term of office for each officer shall be as set forth in the bylaws.

Article XIII - Bylaws

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, in accordance with the procedures set forth in the bylaws. Until bylaws shall be adopted providing for an alternative procedure, such action may be by a resolution of the Board of Directors.

Article XIV - Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

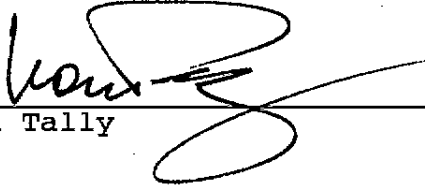
Article XV - Distribution on Liquidation

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, corporation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

Article XVI - Amendments

Amendments to these articles of incorporation shall require approval by as provided by law.


I, THE UNDERSIGNED NATURAL PERSON, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these articles of incorporation on this 3rd day of February, 1998.



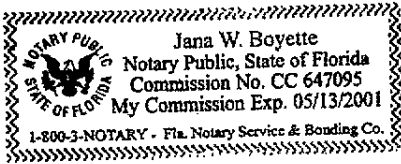
Lou Tally

STATE OF FLORIDA
COUNTY OF LAKE

3rd The foregoing instrument was acknowledged before me this day of February, 1998, by LOU TALLY, who was identified by being personally known to me.




Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CENTRAL FLORIDA THEATRE ALLIANCE, INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 3rd day of February, 1998.



Lou Tally
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA