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Filing Section
Division of Corporations
Florida Department of State
The Capitol
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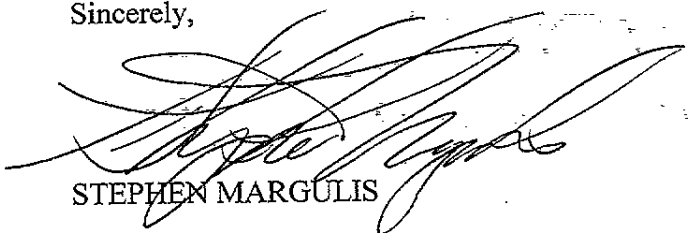
Re: The Arts Consortium, Inc.

Ladies and Gentlemen:

Enclosed please find for filing executed Articles of Incorporation and Designation of Resident Agent documents for **The Arts Consortium, Inc.**, a not-for-profit corporation. Also enclosed is an attorney's trust account check in the amount of \$122.50.

Please file these documents and send a certified copy thereof to this office at the above address. Thank you for your prompt attention to this matter.

Sincerely,



STEPHEN MARGULIS

SM:h
Encl.

cc. Ron Pine

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99 MAR 31 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE ARTS CONSORTIUM, INC.
A Florida Corporation Not For Profit**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

THE ARTS CONSORTIUM, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

7758 Noremac Avenue
Miami Beach, Florida 33141

ARTICLE III - PURPOSES

The specific purposes for which this corporation is organized are:

To serve and assist the many arts organizations in the South Florida area in marketing and advertising their programs and products to potential ticket buyers and patrons through low cost and subsidized marketing and advertising media.

To create, produce and maintain a "South Florida Entertainment Guide" for the use and benefit of member individual artists, arts and cultural organizations, to be published in local newspapers and other print and/or electronic periodicals.

To serve the general public by providing a weekly or more comprehensive entertainment listing in local media from which to plan ticket buying.

To generally do and perform all of the foregoing purposes in such manner as to be defined as educational and literary purposes under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors may be fixed or changed from time to time by appropriate provisions of the By-Laws of this corporation adopted by the vote of a majority of the directors then in office, but shall not be less than three directors.

The manner in which the directors are elected or appointed is as set forth in the By-Laws of the corporation. The incorporators of this corporation shall serve as the initial directors of the corporation.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law. Said limitations include, but are not restricted to, the requirement that no part of the net earnings of this corporation shall inure to the benefit of or be distributed to any private individual, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes; that no part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; and that it shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

To the extent that this corporation should be at any time subject to Sections 4941 through 4945 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law, this corporation:

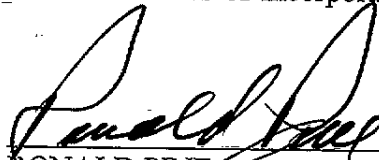
- A) Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- B) Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- C) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;
- D) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue law;

ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS

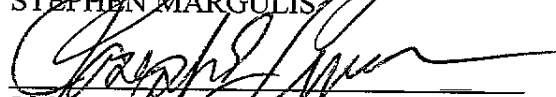
The names and residence addresses of the incorporators and members of the Board of Directors who shall serve until the first election are:

NAME	ADDRESS
Ronald Pine	7758 Noremac Avenue Miami Beach, Florida 33141
Stephen Margulis	841 S.W. 72 nd Avenue Plantation, Florida 33317
Joseph Ferrer	1420 Swinton Avenue Delray Beach, Florida 33444

The undersigned incorporators have executed these Articles of Incorporation this 24th day of APRIL, 1999.


RONALD PINE


STEPHEN MARGULIS


JOSEPH FERRER

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared STEPHEN MARGULIS, who is personally known to me/presented proper identification, and who, being duly sworn, depose and say that he executed the foregoing Articles of Incorporation this day for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 26 day of March, 1999.

Linda L. Evans
NOTARY PUBLIC, State of Florida

At Large

My Commission expires:

10/5/2002



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.


1. The name of the corporation is:

THE ARTS CONSORTIUM, INC.

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

Stephen Margulis
841 S.W. 72nd Avenue
Plantation, Florida 33317

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.


STEPHEN MARGULIS

DATE: 3/26/99

FILED
99 MAR 31 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA