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CORPORATION(S) NAME

ArtStage, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail | |

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ArtStage, Inc.

(A Corporation Not for Profit under
the Laws of the State of Florida)

We, the undersigned, pursuant to Section 617.0202, Florida Statutes, subscribed to these Articles of Incorporation, natural people competent to Contract, do hereby form a corporation Not for Profit under the laws of the state of Florida.

ARTICLE I

NAME

The name of the Corporation is ArtStage, Inc.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principal office of ArtStage, Inc. shall be at 185 East Indiantown Road, Suite 203, Jupiter, Florida 33477. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

ARTICLE III

PURPOSE

The corporation will make no distributions of Income to its Directors, unless it is dissolved pursuant to Florida law. The specific purposes for which this Corporation is formed include, but are not limited to, the following:

3.1 ArtStage, Inc. has a special commitment to provide professional training in the performing arts for all students from beginner to advanced, children to adults. The ArtStage, Inc. philosophy is to foster and cultivate in the community an appreciation, study and advancement of vocal, dramatic, dance and artistic arts through class instruction and participation in musical performances in the community and supporting community activities through these performances.

3.2 Teaching all interested students to perform in annual children's musicals which is produced, choreographed, written and composed by ArtStage, Inc. students and teachers as well as costume designs, set designs, set construction, make-up, lighting and sound.

3.3 Organizing, operating and promoting students in achieving self-esteem, creativity, interpersonal/intrapersonal skills, anxiety management, discipline, responsibility, team-work, organization, body awareness, spacial awareness, musicality, vocabulary, stage presence, flexibility, strength, endurance, rhythm, gross motor skills, music theory and vocalizing.

3.4 To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, its By-Laws, and these Articles of Incorporation.

3.5 To otherwise engage in any lawful activities for the benefit, use, convenience, and enjoyment of its students as it may deem proper.

ARTICLE IV

DIRECTORS

Section 4.1 Number and Qualification. The property business and affairs of the Corporation shall be managed by a Board consisting of not less than three (3) Directors. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 4.2 Duties and Powers. All of the duties and powers of the Corporation existing under Florida Statutes, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, when such approval is specifically required, in the Declaration, these Articles or the By-Laws.

Section 4.3 Election; Removal. Directors of the Corporation shall be elected at the Annual Meeting in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 4.4 Initial Directors (In Office as of the date of filling these Articles). The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successors is chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows:

<u>Name</u>	<u>Address</u>
Linda A. White	17212 126th Terrace North Jupiter, FL 33478
Helen Angel	17130 127th Drive North Jupiter, FL 33478
Charles Russell	1030 Military Trail, Lot 92 Jupiter, FL 33458

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1603 Vision Drive, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of this Corporation is Woodie H. Thomas, III, Esquire.

ARTICLE VI

INCORPORATOR

The name of the Incorporator to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
LINDA A. WHITE	17212 126th Terrace North Jupiter, FL 33478

25th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of February, 1999.

Linda A. White
LINDA A. WHITE

ACCEPTANCE OF REGISTERED AGENT

I, Woodie H. Thomas III, do hereby accept the designation of Registered Agent for ArtStage, Inc.

Dr. Woodie H. Thomas III
WOODIE H. THOMAS, III, Ph.D., P.A.

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