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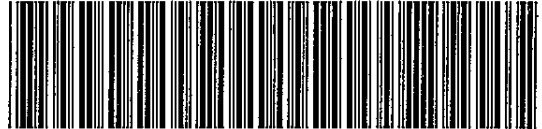
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amend & register
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January 19, 2004

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: YOUNG SINGERS OF THE PALM BEACHES, INC.
a Florida not-for-profit corporation

To Whom It May Concern:

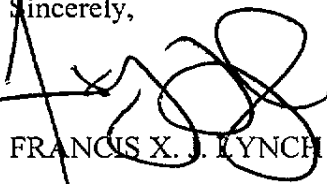
With regard to the above, enclosed please find the following:

1. duplicate originals of the Amended and Restated Articles of Incorporation of Young Singers of the Palm Beaches, Inc., a Florida not-for-profit corporation
2. this firm's check in the amount of \$35.00, and
3. a return FedEx mailer

Once the enclosed have been filed, please return one copy of each in the enclosed FedEx mailer.

Thank you for your assistance in this matter. Should you have any questions or comments in this regard, please feel free to contact me.

Sincerely,



FRANCIS X. J. LYNCH

FXJL/kh
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**YOUNG SINGERS OF THE PALM BEACHES, INC.
a Florida not-for-profit corporation**

The corporation, formed under the Florida Not-for-Profit Corporation Act, does hereby
amend and restate its Articles of Incorporation as follows:

ARTICLE ONE

NAME

The name of the Corporation is YOUNG SINGERS OF THE PALM BEACHES, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401. The mailing address of the Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

ARTICLE THREE

PURPOSE

- A. The purpose for which the Corporation is organized is to train and provide a high quality choral experience for singers ages eight (8) through eighteen (18) years of age and for other non-profit purposes, substantially all of the activities of which

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are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder.

- B. The Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes or to foster national or international sports competition under section 501(c)(3) of the Internal Revenue Code.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- D. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be

distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE FOUR

NOTICE OF NONDISCRIMINATORY POLICY AS TO STUDENTS

The Corporation admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE FIVE

DIRECTORS

At all times there shall be not less than three (3) directors of the Corporation. The number of directors in excess of three (3) and method of their election is set forth in the Bylaws.

ARTICLE SIX

MEMBERS

The Corporation will have members. The Bylaws of the Corporation contain provisions relating to qualifications for membership, the rights of members, and other such matters.

ARTICLE SEVEN


INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which has been delivered to the Department of State together with these Articles of Incorporation, the name and

address of the initial registered agent for the Corporation is Francis X. J. Lynch, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.

These Amended and Restated Articles of Incorporation were approved by the Board of Directors and does not contain any amendment requiring member approval.

The undersigned has executed these Articles of Incorporation this 13th day of January, 2004.

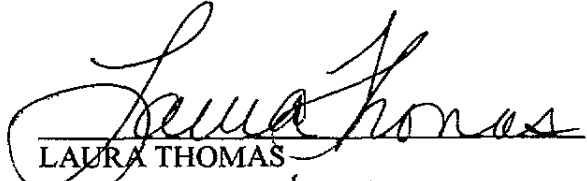

LAURA THOMAS

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

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

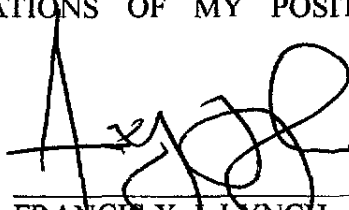
1. The name of the Corporation is YOUNG SINGERS OF THE PALM BEACHES, INC.
2. The name and address of the registered agent and registered office of the Corporation is:

FRANCIS X. J. LYNCH
625 North Flagler Drive, 9th Floor
West Palm Beach, Florida 33401



LAURA THOMAS
DATED: 1/13/04

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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.



FRANCIS X. J. LYNCH
DATED: 01/16/04