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MACFARLANE FERGUSON & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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(850) 681-7381 FAX (850) 681-0281

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P.O. BOX 1531 (ZIP 33601)
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(813) 273-4200 FAX (813) 273-4396

625 COURT STREET
P.O. BOX 1669 (ZIP 33757)
CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

January 26, 2000

IN REPLY REFER TO
Post Office Box 1669
Clearwater, FL 33757

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

000003114230--0
-01/28/00--01043--005
*****35.00 *****35.00

Re: PACT, Inc.

Dear Sir:

Enclosed is the original and two copies of Restated and Amended Articles of Incorporation of PACT, Inc. Also enclosed is our firm's check in the amount of $35 for the filing fee. Please file and return one date-stamped copy of the document to our office in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely yours,

Joshua Magidson

FILED
00 FEB 25 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JM/ls
Enclosures

Restated
Art.
2/28/00

MACFARLANE FERGUSON & MCMULLEN

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CLEARWATER, FLORIDA 33756
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

February 22, 2000

Post Office Box 1669
Clearwater, FL 33757

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Attention: Susan Payne

Re: PACT, Inc.

Dear Susan:

Pursuant to our telephone conversation of February 3, 2000, enclosed is the original and two copies of Restated and Amended Articles of Incorporation of PACT, Inc. It is my understanding that you are holding our firm's check in the amount of $35 for the filing fee. Please file and return one date-stamped copy of the document to our office in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please call.

Sincerely yours,

Joshua Magidson

JM/ls
Enclosures

FILED

00 FEB 25 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESTATED AND AMENDED ARTICLES OF INCORPORATION OF PACT, INC.

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, this Certificate of Incorporation for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, and in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: PACT, INC.

ARTICLE II

The purpose for which this corporation shall be organized and the nature of the objects and purposes to be promoted and carried on are to support the establishment and operation of a performing arts theater facility on property owned or to be owned, or both, by the corporation in the City of Clearwater, Florida, and for such other purposes as are related thereto.

ARTICLE III

The membership of this corporation shall constitute all persons presently serving as Directors thereof, and such other persons, as from time to time hereafter may become members in the manner provided in the corporate Bylaws.

ARTICLE IV

This corporation shall have perpetual existence unless terminated by due process of law.

ARTICLE V

The names and residences of the original subscribers to these Articles on February 13, 1978, were:

Gus A. Stavros	1945 Jeffords Street Clearwater, Florida 33516

Donald S. Williams	1931 Ripon Drive Clearwater, Florida 33516
John R. Bonner, Sr.	19 Ambleside Drive Belleair, Florida 33516

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors. This corporation shall have eight Directors initially which number may be changed from time to time as provided by the Bylaws of this corporation, but shall never be less than three.

The Board of Directors shall be elected and hold office in accordance with the Bylaws of this corporation.

The names and addresses of the persons who served as Directors for the initial year and until the first annual meeting of the corporation are:

Alfred Hoffman	802 Druid Road South Clearwater, Florida 33516
Gus A. Stavros	1943 Jeffords Street Clearwater, Florida 33516
Melba Saltarelli	322 Lotus Path Clearwater, Florida 33516
William E. Nodine	1725 Long Bow Lane Clearwater, Florida 33516
Donald S. Williams	1931 Ripon Drive Clearwater, Florida 33516
John R. Bonner, Sr.	19 Ambleside Drive Belleair, Florida 33516
Marcia Hoffman	802 Druid Road South Clearwater, Florida 33516
Howard G. Groth	2261 Gulf to Bay Boulevard Clearwater, Florida 33516

ARTICLE VII

The officers of the corporation shall consist of a Chairman, one or more Vice Chairs, a Secretary and a Treasurer (which may be combined with another office as allowed by law) and such other officers as the Bylaws or Board of Directors shall designate from time to time.

The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws of this corporation.

The names of the persons who served as officers of the corporation until the first meeting of the Board of Directors were:

President	Alfred Hoffman
Vice President	Gus A. Stavros
Secretary	Melba Saltarelli
Treasurer	William E. Nodine

ARTICLE VIII

The Bylaws of this corporation shall be made, altered or rescinded by the Board of Directors of this corporation at any regular meeting thereof or at the special meeting called for that purpose and as may be provided for in said Bylaws.

ARTICLE IX

Amendments to this Charter and the Articles of Incorporation may be proposed and adopted by vote of a majority of the Board of Directors present and voting in person or by proxy at any regular or special meeting called for the purpose of adoption of such amendment in accordance with the Bylaws of this corporation.

ARTICLE X

Upon dissolution of this corporation, all of its assets, after payment of all costs and expenses of such dissolution, shall be distributed to the City of Clearwater, Florida, for a public purpose and none of the assets will be distributed to any member, officer or director of this corporation.

ARTICLE XI

The office of the corporation is to be located at:

1111 McMullen Booth Road
Clearwater, Florida 33759

or at such other place as may be determined in accordance with the Bylaws.

ARTICLE XII

Any obligations evidencing a debt of the corporation, or coupons appertaining thereto, may be executed either manually or by facsimile signature of such officers as the Board of Directors may determine from time to time.

CERTIFICATE OF COMPLIANCE
WITH FLORIDA STATUTE §617.1007

The undersigned hereby certifies that:

a) The Restatement of these Articles contains Amendments which did not require membership approval, but were approved and adopted by the Board of Directors at a meeting on January 17, 2000.

b) The Restatement of Articles of Incorporation duly adopted by the Board of Directors on January 17, 2000, supercedes the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned have executed these Restated Articles of Incorporation on the 17th day of January, 2000, and have been authorized by the Board of Directors to approve the filing of this Restated and Amended Articles of Incorporation with the Secretary of State's office in Tallahassee, Florida.

James Cantonis, Chairman

ATTEST:

Robert B Challener

Robert Challener, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of January, 2000, by James Cantonis, as Chairman of PACT, INC., a Florida not-for-profit corporation, on behalf of the corporation.

Debra K Vermeer

Notary Public - State of Florida
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
DEBRA K VERMEER
MY COMMISSION # CC 810326
EXPIRES: 02/17/2003
1-800-3-NOTARY Fla. Notary Services & Bonding Co.