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GEORGE SOLOGUREN, C.P.A.
1409 N.E. 22nd Avenue
Ocala, Florida 34470

(352) 690-6869
Fax: (352) 732-5673

February 4, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 *****78.75

Gentlemen:

Enclosed please find original and one (1) copy of the Articles of Incorporation of Ocala Theater Company, Inc., and also the Certificate of Appointment of Statutory Agent for filing purposes.

I have enclosed a check in the amount of \$122.50 to cover the costs as follows:

Filing fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$122.50</u>

FILED
00 FEB -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please forward a certified copy of the Articles of Incorporation to the below address:

George Sologuren
1409 NE 22nd Avenue
Ocala, Florida 34470

Thank you in advance for your kind and prompt attention to this matter, and should you have questions or need of further information please feel free to contact me at the telephone number shown above in the letterhead.

Sincerely yours,

George Sologuren

George M. Sologuren CPA

George Sologuren GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. VII
DATE 2/14
DOC. EXAM. 162

W-3882
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ARTICLES OF INCORPORATION
OF
Ocala Theater Company, Inc.

ARTICLE I

Name

The name of this corporation shall be:

Ocala Theater Company, Inc.

ARTICLE II

Duration

This corporation is to exist perpetually.

ARTICLE III

Non Profit Purpose

The Corporation is formed exclusively for purposes for which a corporation may be formed under the Not for Profit Corporation Law of the State of Florida, and not for any pecuniary profit or financial gain. No part of the assets, income or profit of the Corporation shall be distributed to , or inure to the benefit of, its members, trustees, or officers. The corporation shall not engage in any activity prohibited to a not for profit corporation under the laws of the State of Florida or under the Internal Revenue Code of the United States.

ARTICLE IV

The general purpose for which this Corporation is formed is to operate exclusively for which charitable and educational purposed 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 law, including, for such purposes, the making of distribution to organizations which qualify as tax exempt organizations under that code.

The 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.

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00 FEB - 7 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Membership

The membership of this Corporation shall be constituted by all persons hereinafter named as subscribers and by such other persons as, from time to time hereafter, may become members.

Any person shall be eligible for membership who is of good moral character and reputation.

Members shall be selected as provided by the by-laws of this Corporation.

The rules and regulations, the Board of Directors may adopt regarding eligibility for membership shall not discriminate on the basis of race, color, creed, national origin, religion, sex or age.

The members of this Corporation shall have no rights, title or interest whatsoever in its income, property or assets nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation and shall not be subject to any assessments against the Corporation.

ARTICLE VI

Principal Office and Registered Agent

The street address of the initial Principal office of this corporation is:

1409 NE 22nd Avenue
Ocala, Florida 34470

The corporation has designated as its Registered Agent to accept service of process:

George Sologuren

Incorporator

The name and address of the Incorporator of this corporation is:

George Sologuren
1409 NE 22nd Avenue
Ocala, Florida 34470

ARTICLE VII

Director

This corporation shall have Three (3) Directors initially. The directors shall be appointed in a manner prescribed by the by-laws adopted and executed by the Members. The number of Directors may be increased or diminished from time to time by by-laws and/or corporate resolution adopted and executed by the Members, but shall never be less than Three (3). The name and address of the initial Directors of this corporation are:

George Sologuren
1409 NE 22nd Avenue
Ocala, Florida 34470

Joseph D'Amico
PO Box 7348
Ocala, Florida 34472

Sara V. D'Amico
PO Box 7348
Ocala, Florida 34472

ARTICLE VIII

by-laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the Members.

ARTICLE IX

Amendment


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the Members is subject to this reservation.

ARTICLE X

Distribution of Dissolution

Upon the dissolution of the Corporation the trustees shall after paying or making provision for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors may determine. Any of such assets so disposed of shall be disposed of by the Circuit Court of Marion County, Florida, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purpose.

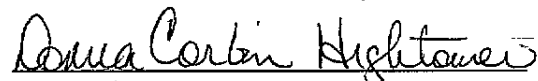
IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation, this 2nd of February, 2000

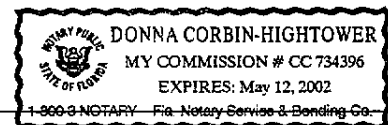

George Sologuren

ACKNOWLEDGMENT

State of Florida
County of Marion

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this
4th day of February, 2000 by George Sologuren who is personally known to.


Notary Signature



My commission expires:

CERTIFICATE OF APPOINTMENT OF STATUTORY AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted compliance with said Act:

First -- That Ocala Theater Company, Inc., desiring to organize under the laws of the State of Florida with its Registered Office as indicated in the Articles of Incorporation at the City of Ocala, County of Marion and state of Florida as its Registered Agent to accept service of process within the state.

Acknowledgment

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


George Sologuren

FILED
00 FEB -7 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA