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W. THOMAS LOVETT, P.A.

ATTORNEY AT LAW
200 EAST ROBINSON STREET, #500
ORLANDO, FLORIDA 32801

TELEPHONE
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January 8, 1999

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

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-08/25/00--01052--002
*****70.00 *****70.00

RE: ELIZABETH A. TAYLOR PRODUCTIONS, INC.

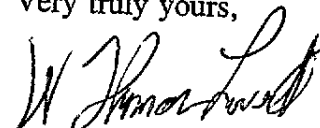
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate Designating Registered Agent.

Please file the original Articles and forward one conformed copy to the undersigned. Our check in the amount of \$70.00 is enclosed in payment of the filing and registered agent fee.

Please feel free to contact this office should you have any questions in this regard.
Thank you.

Very truly yours,


W. THOMAS LOVETT

WTL/kl
Enclosures

FILED
00 SEP 11 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Burch SEP 11 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2000

W. THOMAS LOVETT, P.A.
200 EAST ROBINSON STREET #500
ORLANDO, FL 32801

SUBJECT: ELIZABETH A.TAYLOR PRODUCTIONS, INC.
Ref. Number: W00000021207

We have received your document for ELIZABETH A.TAYLOR PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 700A00046191

FILED

ARTICLES OF INCORPORATION
OF
ELIZABETH A. TAYLOR PRODUCTIONS, INC.

00 SEP 11 PM 3: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF THE STATE OF FLORIDA:

I, the undersigned, being over the age of twenty-one years, desiring to become a body corporate under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated and set forth, do hereby file in the Office of the Secretary of State of said State, this my Certificate of Incorporation in accordance with the laws of the State of Florida, and I do hereby set forth and certify as follows:

ARTICLE I.

The name of the corporation shall be **ELIZABETH A. TAYLOR PRODUCTIONS, INC.** The principal office of the corporation shall be 306 Fox Squirrel Lane, Longwood, Florida 32779.

ARTICLE II.

This is a nonprofit corporation, organized solely for general educational, social and charitable purposes, pursuant to the Florida Corporation's Not-for-Profit Law, set forth in Section 617, of the Florida Statutes.

ARTICLE III.

DURATION

The term of existence of the corporation of perpetual.

ARTICLE IV.

A. For the advancement of charitable, social, educational, and any other related or corresponding charitable purposes, by the distribution of its funds for such purposes.

B. To enhance awareness and participation in senior citizens' involvement in entertainment and entertainment related activities.

C. To operate exclusively in any other manner for such charitable, social and educational purposes as will qualify it as an exempt organization under Section 501(c)(3), of the Internal Revenue Code of 1954, as amended, and under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations, under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V.

STOCK

This corporation shall not issue shares of stock. Membership in the corporation shall be as set forth in the By-Laws.

ARTICLE VI.

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not fewer than three (3) and not more than seven (7) persons.

The Directors shall be directed as set forth in the By-Laws.

Directors elected at the first annual meeting, shall serve for a term as set forth in the By-Laws, and the annual meeting shall be held at 306 Fox Squirrel Lane, Longwood, Florida 32779 at such times as called by the Directors, but at least once each year. The annual meeting shall be held at such other place or places as the Board of Directors may designate, from time to time, by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law, which relates in action so taken, shall state that the action was taken by unanimous, written consent of the Board of Directors, without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Elizabeth A. Taylor	306 Fox Squirrel Lane Longwood, Florida 32779
John H. Puffer	306 Fox Squirrel Lane Longwood, Florida 32779

Judith L. Leeper

306 Fox Squirrel Lane
Longwood, Florida 32779

B. Corporate Officers. The Board of Directors shall elect a President, a Treasurer, and a Secretary, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VII.

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, Directors, 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 Article IV. hereof.

B. No substantial part of the activities of the corporation shall be 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.

C. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the provisions of this corporation.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, social, or scientific purposes as shall, at the time, equalify as an exempt organization or organizations under Section 501(c)(3), of the Internal Revenue Code of 1954 (or

the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by court of competent jurisdiction, in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

ARTICLE X.

SUBSCRIBERS

The name and residence address of the subscriber of this corporation is as follows:

NAME

ADDRESS

W. THOMAS LOVETT 200 E. Robinson St., #500, Orlando, FL 32801

ARTICLE XI.

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the corporation's Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the ByLaws.

ARTICLE XII.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, social, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII.

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 200 E. Robinson St., #500, Orlando, Florida 32801, and the name of its registered agent at said address shall be W. THOMAS LOVETT.

ARTICLE XIV.

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and presented to a quorum of members for their vote, in the manner set forth in the By-Laws of this corporation.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 21ST day of AUGUST, 2000.
Signed, Sealed and Delivered
in the Presence of:

Kelly A. Luttrell

Witness

Name: Kelly A. Luttrell

W. Thomas Lovett
W. THOMAS LOVETT, Incorporator

Sandra W. Edenfield

Witness

Name: Sandra W. Edenfield

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that before me, the undersigned notary public, personally appeared W. THOMAS LOVETT, and he acknowledged before me the foregoing Articles of Incorporation as and for his free act and deed, and for the uses and purposes therein mentioned.

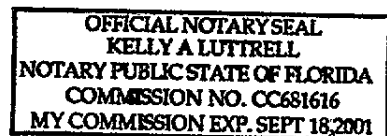
WITNESS my hand and seal at Orlando, Florida, this 21ST day of AUGUST, 2000.

Kelly A. Luttrell

Notary Public

My Commission Expires:

W. Thomas Lovett
W. THOMAS LOVETT, Registered Agent



FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

00 SEP 11 PM 3: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST - That **ELIZABETH A. TAYLOR PRODUCTIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named W. THOMAS LOVETT, located at 200 East Robinson Street, Suite 500, City of Orlando, County of Orange, State of Florida 32801, as its agent to accept service of process within this State.

ACKNOWLEDGMENT
(Must Be Signed By Designated Agent)

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

REGISTERED AGENT

BY: 

W. THOMAS LOVETT, Esquire
200 East Robinson Street
Suite 500
Orlando, Florida 32801
(407) 423-3303