

NO10000001992

SCOTT F. BARNETT

CHARTERED

ATTORNEYS & COUNSELORS AT LAW

March 9, 2001

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

Re: Articles of Amendment for name change for existing corporation ("Existing Corporation");
Articles of Incorporation of THE ACTING STUDIO, INC. ("New Corporation")

Dear Sir/Madam:

Enclosed please find the following:

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-03/12/01--01070--004

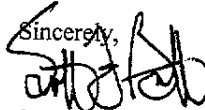
*****78.75 *****78.75

1. One original and a copy of the Articles of Amendment changing the name of the Existing Corporation, The Acting Studio, Inc., to "T.A.S. of Hollywood, Inc."
2. One original and a copy of the Articles of Incorporation of the above referenced New Corporation which will be called The Acting Studio, Inc.
3. A check in the amount of \$78.75 made payable to the Secretary of State to cover the appropriate filing fees of the New Corporation for the Articles of Incorporation, Registered Agent Fee and a Certificate of Status.
4. A check in the amount of \$35.00 for the filing of the Articles of Amendment for the Existing Corporation.

Please file the Articles of Amendment and the Articles of Incorporation and return to the undersigned a copy of the Articles of Amendment and the Articles of Incorporation marked filed by your office along with the Certificate of Status related to the New Corporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,



Scott F. Barnett
For the Firm

SFB:sfb
Enclosures
cc: Robert Alpert

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE ACTING STUDIO, Inc.
(the "Corporation")
A Florida Not for Profit Corporation

The undersigned person, acting as the incorporator of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617, *Florida Statutes*, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the Corporation is: THE ACTING STUDIO, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE OF CORPORATE ORGANIZATION

The Corporation is organized as a Florida not for profit corporation. The Corporation is formed for the purpose of operating and transacting any and all lawful activity that can be engaged in by a not for profit corporation under Florida law.

The Corporation is organized to be exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future federal tax law (the "Code"), as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code

In addition to the general purposes authorized for a Florida not for profit corporation, the specific purposes ("Purposes") of the Corporation will be to:

1. Establish an academic curriculum, a studio location, and an experienced faculty for the education of students in the theatre arts ("Theatre Arts") including, but not limited to, the

performance of contemporary and classical:

- a. Drama,
- b. Comedy,
- c. Tragedy,
- d. Musicals,
- e. Dance,
- f. Performance Art,
- g. Writing dramas, comedies, tragedies, and musicals,
- h. The production of the Theatre Arts, and
- i. The performance of the Theatre Arts.

2. In furtherance of the Purposes of the Corporation, the Corporation intends to conduct classes, workshops and seminars (during the summer and other times during the year) (collectively "Programs") to encourage and facilitate the study of the Theatre Arts by offering Programs to:

- a. Students attending public and private schools, from kindergarten through grade twelve,
- b. Students attending universities, colleges, and junior colleges,
- c. Persons not described in (a) or (b) interested in the study of the Theatre Arts.

3. Apply for grants and contributions from private individuals, charitable trusts and foundations, and local, state, and federal government agencies for the furtherance of the Purposes of the Corporation,

4. Establish an endowment fund or separate foundation in order to establish a continuing source of funds to support the Corporation and its Purposes, if it is determined to be in the best interest of the Corporation and to further its Purposes.

ARTICLE IV - NON-STOCK CORPORATION

A. The Corporation is organized upon a non-stock basis as defined in Section 617.011, *Florida Statutes*.

B. The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be as regulated in the bylaws.

ARTICLE V - PRINCIPAL OFFICE

The principal office and street address and initial mailing address of the Corporation is:

2450 Hollywood Boulevard
Hollywood, FL 33020

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The name, address, and mailing address of the initial Registered Agent of this Corporation at such address are:

Scott F. Barnett
234 East Davis Boulevard
Tampa, FL 33606

ARTICLE VII - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The manner of selection of the members of the Board of Directors

shall be established in the Bylaws of the Corporation.

A. Initial Board of Directors. The Corporation shall have Five (5) Director(s) initially. The number of Directors may be either increased or diminished from time to time by appropriate amendment to the bylaws but shall never be less than three.

B. Director's Actions. 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 the directors shall individually or collectively consent or consents 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 that relates to 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 bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

C. Election and Removal of Directors. The method of election and removal of directors shall be set forth in the bylaws.

ARTICLE VIII - INCORPORATOR

A. The name and address of the person signing these Articles is:

Scott F. Barnett
234 East Davis Boulevard
Tampa, FL 33606

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

The Board of Directors shall approve every Amendment.

ARTICLE X - PRIVATE INUREMENT AND DISTRIBUTION OF ASSETS UPON
DISSOLUTION OF CORPORATION

This Corporation shall, at all times, be in compliance with Sec. 501(c) of the of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law (the "Code") and any regulations of the Internal Revenue Service promulgated thereunder regarding the prohibition against private inurement.

Upon the dissolution of the Corporation, the board of directors shall distribute the residual assets of the Corporation to one or more organizations which are exempt from federal income taxation under Section 501(a), as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of March, 2001.



SCOTT F. BARNETT

ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for The Acting Studio, Inc. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, *Florida Statutes*, relative to keeping open said office.

This 24 day of March, 2001.



SCOTT F. BARNETT

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01 MAR 21 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA