

WELLER & LOSNER

Attorneys at Law
65 N.W. 16th Street
Homestead, Florida 33030

THOMAS R. WELLER
STEVEN D. LOSNER

(305) 247-2522 phone
(305) 247-9000 facsimile
wellerlosner@aol

August 2002

NO20000006554

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

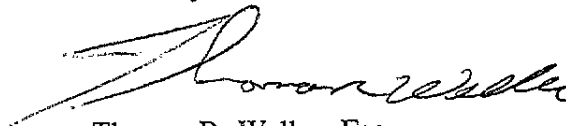
500007349755--9
-08/26/02--01092--019
*****78.75 *****78.75

RE: Patchwork Arts, Inc.

To whom it may concern:

Enclosed please find for filing the original Articles of Incorporation for Patchwork Arts, Inc., together with the filing fee of \$78.75.

Sincerely,



Thomas R. Weller, Esq.

TRW/bb
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 26 PM 2:32

SMITH AUG 28 2002

5

ARTICLES OF INCORPORATION

OF

PATCHWORK ARTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 26 PM 2:32

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME

The name of this corporation shall be PATCHWORK ARTS, INC.

II. DURATION

The term of existence of this corporation is perpetual, from the date hereof.

III. STATUS

The corporation is a not-for-profit corporation.

IV. AUTHORIZATION

This corporation shall be governed according to the laws promulgated under Chapter 617 of the Florida Statutes.

V. PURPOSE OF BUSINESS

This corporation is formed primarily for the purpose of promoting the development and education of children and enhancing the lives of adults through their involvement in the performing arts.

VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is located at 65 N.W. 16 Street, Homestead, Florida, and the name of the initial registered agent of this corporation at this address is Thomas R. Weller.

VII. DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

Ann Pelt	71 N.E. 18 Street, Homestead, Florida
Mike Goodman	19905 SW 147 Avenue, Miami, Florida 33187
Jason Culler	1721 NW 8 Street, Homestead, Florida
James Culler	1440 N.E. 9 Street, Homestead, Florida 33030
Fred Graves	217 Marcus Centre, 9990 SW 77 Avenue Miami, Florida 33156

The directors named in these Articles of Incorporation as the first Board of Directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be two (2) years and until the qualification of a successor in office of such director.

VIII. MANAGEMENT

The affairs of the corporation shall be managed by a president, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the By-Laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

IX. INCORPORATOR

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

James Culler
1440 N.E. 9th Street
Homestead, Florida 33030

X. MEMBERS

The members of this corporation shall consist of the initial directors named herein and such other persons as are approved for membership by the Board of Directors as provided in the By-Laws.

XI. • DISPOSITION OF ASSETS

In the event of the dissolution of the corporation, the Board of Directors 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 by transferring such assets to an organization or organizations which are exempt under §501(c)(3) of the Internal Revenue Code. The Board of Directors shall ascertain that such organization(s) are engaged in activities of the type described in Article V above. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XII. PROHIBITED ACTIVITIES

Other provisions of these Articles of Incorporation notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to subject it to tax under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation, nor shall it participate or intervene in any political campaign on behalf of or in opposition to, any candidate for public office.

XIII. BOARD OF DIRECTORS

The Board of Directors shall be a self-perpetuating body whose members shall be chosen only from among the members of this corporation. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining directors shall, within a reasonable time, fill the vacancy, or vacancies.

XIV. INDEMNIFICATION

This corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

XV. BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

XVII PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 1440 N.E. 9th Street, Homestead, Florida 33030

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal,
this 26 day of August, 2002.


JAMES CULLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 26 PM 2:32

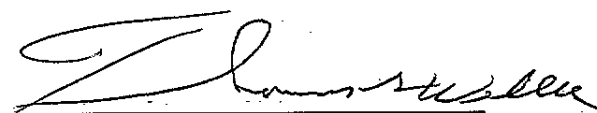
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted
compliance with said Act:

First: That PATCHWORK ARTS, INC. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the County of Miami-Dade, State of Florida, has named Thomas R Weller as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


Thomas R. Weller