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CASWELL PA

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Division of Corporations
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From:

Account Name : CHRISTOPHER K. CASWELL, P.A.
Account Number : 105205003431
Phone : (941) 366-7727
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FLORIDA NON-PROFIT CORPORATION

The American Troubadour Project, Inc.

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12-30-02

ARTICLES OF INCORPORATION OF

The American Troubadour Project, Inc.

ARTICLE 1. - NAME

The name of this corporation is The American Troubadour Project, Inc..

ARTICLE 2. - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office of the corporation is initially 1655 Hillview St., Sarasota, FL 34239 and the mailing address of the corporation is initially 1655 Hillview St., Sarasota, FL 34239. The corporation may change its principal office and/or mailing address from time to time as permitted by law.

ARTICLE 3. - PURPOSE

This corporation is organized for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act to provide and maintain and conduct activities and programs related to the not for profit purposes of the corporation; and to acquire by gift, legacy, bequest, purchase, or lease; hold and manage; and/or mortgage, sell, convey, or otherwise dispose of real estate and personal property in any lawful manner that may seem proper and best to provide and maintain such; and any related religious, charitable, scientific, literary and/or educational purposes.

ARTICLE 4. - MEMBERS

The corporation shall have members. The number of members, members' qualifications, and other matters pertaining to members shall be as provided in the bylaws..

ARTICLE 5. - LIQUIDATION AND DISSOLUTION

This corporation will not have or issue shares of stock. No dividends will be paid, and no part of the income of this corporation will be distributed to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to members, officers or directors for services rendered. The property of this corporation is irrevocably dedicated to not for profit purposes and no part of the net earnings or assets of this Corporation shall inure to the benefit of a director, officer, or member of the Corporation or any private individual. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States tax code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States tax code). Upon the winding up and dissolution of this corporation, after paying or adequately providing for debts and obligations of the corporation, the remaining assets shall be distributed to any organization that is organized and operated for similar purposes and is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States tax code).

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this corporation is Chris Caswell, 2364 Fruitville Road, Sarasota, FL 34237.

PREFARER: CHRIS CASWELL
2364 FRUITVILLE ROAD
SARASOTA, FL 34237
941-366-7727
FLA. BAR NO. 0371211

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ARTICLE 7. - INITIAL BOARD OF DIRECTORS

The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three. The name and address of the initial director(s) of this corporation are:

Robert Gray	1655 Hillview St., Sarasota, FL 34239
Marlow Cook	444 Washington Drive N., Sarasota, FL 34236
D. Stuart Kaminsky	4604 Little John Trail, Sarasota, FL 34232
Doris Fellerman	2 Kohler Ct., P.O. Box 272 Congers, NY 10920
Leanne McIntire	1865 Highland Dr., Osprey, FL 34229
David Heath	335 Colleen Ave., Shoreview, MN 55126

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is: Chris Caswell, 2364 Fruitville Road, Sarasota, FL 34237.

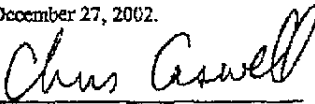
ARTICLE 9. - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned incorporator has executed these Articles of Incorporation on December 27, 2002.


Chris Caswell

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR

The American Troubadour Project, Inc.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: December 27, 2002


Chris Caswell, Attorney