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FLORIDA NON-PROFIT CORPORATION

ROCK WORKS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ROCK WORKS, INC.
(a Not-for-Profit Corporation)

FILED
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TALLAHASSEE, FLORIDA

03 DEC 11 AM 9:34

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is ROCK WORKS, INC. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE OF THE CORPORATION

The principal place of business and the mailing address of the Corporation is located at 425 North Bumby Avenue, Orlando, Florida 32803.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is c/o Smith Mackinnon, P.A., 255 South Orange Avenue, Suite 800, Orlando, Florida, 32801, and the name of the initial registered agent to accept service of process within the State of Florida at that address is: C. Yanki Sokmensuer.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The Corporation is organized for the purpose of promoting the public benefit by enabling religious or civic organizations or disadvantaged individuals to attend performances of "The Rock and the Rabbi" and to provide funds to increase public awareness of "The Rock and the Rabbi" through advertising or other appropriate means.

The Corporation shall have all of the general powers granted to a Not-For-Profit Corporation as set forth in Florida Statutes, Section 617.0302. The Corporation shall have the right to exercise such powers as are now or hereafter may be conferred by law upon a Corporation organized for the purposes set forth herein or incidental to the powers so conferred, or conducive to the furtherance thereof.

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The Corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in this Article IV and no part of the net earnings of the Corporation shall inure to the benefit of any private individual.

The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Corporation shall be managed and administered by a Board of Directors (the "Board"). Initially, the Board shall consist of three (3) directors, with the number in subsequent years to be determined by the Board in accordance with the Bylaws of the Corporation; provided that there shall always be an odd number of directorships created. The number of directors may be changed by amendment to the Bylaws of the Corporation. The names and addresses of persons who are to act in the capacity of director until appointment or election of their successors are:

NAME

ADDRESS

Suzanne R. Barnes

3028 Sherwood Road
Orlando, Florida 32803

William N. Barnes

3028 Sherwood Road
Orlando, Florida 32803

Kenton E. Thompson

6239 Edgewater Drive, Suite N3-2
Orlando, Florida 32810

ARTICLE VI

OFFICERS

The day-to-day affairs of the Corporation shall be administered, subject to the direction and authority of the Board, by the officers of the Corporation, which may include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board and they shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

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<u>NAME</u>		<u>ADDRESS</u>
President:	Suzanne R. Barnes	3028 Sherwood Road Orlando, Florida 32803
Vice President, Secretary and Treasurer:	William N. Barnes	3028 Sherwood Road Orlando, Florida 32803

ARTICLE VII

DURATION

The Corporation commenced its existence as of December 8, 2003, and the Corporation shall thereafter exist in perpetuity unless sooner dissolved by operation of law.

ARTICLE VIII

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes. Any amendment to these Articles of Incorporation shall require the assent of two thirds (2/3) of the votes of all Directors.

A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless any person of the Corporation who is made a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceedings, whether civil, criminal, administrative, or

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investigative, by reason of the fact that he is or was a director, officer, committee member, employee or agent of the Corporation:

(a) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit, or proceeding (other than one by or in the right of the Corporation), if he acted in good faith, and, with respect to any criminal action or proceedings, he had no reasonable cause to believe his conduct was unlawful; and

(b) From and against expenses (including reasonable attorneys' fees for pretrial, trial, or appellate proceedings) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the Corporation, if he acted in good faith.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Corporation.

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation from time to time as incurred rather than only after the final disposition of such action, suit, or proceeding. Payment of such expenses shall be authorized by the Board in each specific case only after receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the Corporation.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Corporation's directors, officers, committee members, employees or agents may be entitled under the Corporation's Bylaws, agreement, vote of members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Notwithstanding the foregoing provisions, indemnification provided under this Article shall not include indemnification for any action of a director, officer, committee member, agent or employee of the Corporation for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

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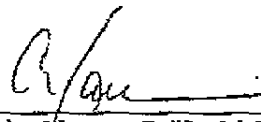
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ARTICLE XI

INCORPORATOR

The name and street address of the sole incorporator to these Articles of Incorporation is as follows: C. Yanki Sokmensuer, c/o Smith Mackinnon, P.A., 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 8th day of December, 2003.



Print Name: C. Yanki Sokmensuer
Incorporator and Registered Agent

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

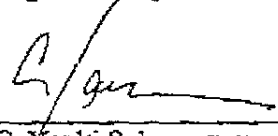
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

ROCK WORKS, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office at c/o Smith Mackinnon, P.A., 255 South Orange Avenue, Suite 800, Orlando, Florida, 32801, has named C. Yanki Sokmensuer, located at the above-registered office, as its Registered 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 Acts relative to keeping open said office.

Registered Agent:


C. Yanki Sokmensuer

Dated: December 8, 2003

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