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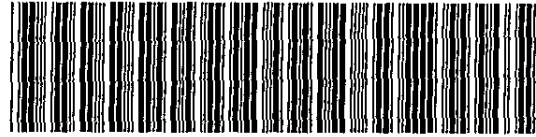
(Business Entity Name)

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LAW OFFICES OF HUGH C. FERRELL, CHARTERED

Attorneys and Counselors at Law
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• *Real Property Law*
• *Corporation and Business Law*
• *Certified County & Circuit Court Mediator*



May 2, 2005

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

Re: PUBLIC DISPLAY OF AFFECTION PRODUCTIONS INCORPORATED
Transmittal Letter

Dear Division of Corporations:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check payable to the Florida Department of State in the amount set forth below for the following fees:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

Please file the enclosed and return evidence of filing to me. Please return all correspondence and communications, and direct all questions or comments, to the undersigned.

Yours truly,

Hugh C. Ferrell

enc(s)
cc: client w/enc(s)

ARTICLES OF INCORPORATION
OF
PUBLIC DISPLAY OF AFFECTION PRODUCTIONS INCORPORATED

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Not For Profit Corporation Act.

ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be PUBLIC DISPLAY OF AFFECTION PRODUCTIONS INCORPORATED.

1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 2374 Bougainvillea Street, Sarasota, Florida 34239, and the mailing address of the corporation shall be 2374 Bougainvillea Street, Sarasota, Florida 34239. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be ERIC MASSEY. The initial Registered Office street address of the Registered Agent shall be 2374 Bougainvillea Street, Sarasota, Florida 34239. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II - COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence on the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose. The purpose for which the corporation is organized shall be to produce fund raising events and distribute the proceeds to qualified charitable organizations, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein. Notwithstanding any contrary provision contained in this instrument: (i) the purpose or purposes for which the corporation is organized are limited to those that will qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under such code; (ii) the corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or carry on any other activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws; and (iii) no part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer, or director of the corporation, on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of the corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes as the board of directors shall determine, and as shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

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ARTICLE IV - MEMBERSHIP

4.1 Membership. The corporation shall have one or more classes of members. The designation of such class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the bylaws.

4.2 Voting. Voting on all matters shall be as specified in the bylaws. Voting on all matters shall be on a plurality basis, and the members of the corporation shall not be entitled to vote their shares cumulatively in elections for the board of directors.

ARTICLE V - GENERAL

5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.

5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.3 Manner of Director Election or Appointment. The method of election or appointment of directors shall be stated in the bylaws.

5.4 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: ERIC MASSEY - 2374 Bougainvillea Street, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned executed this instrument this 3rd day of

March, 2005

ERIC MASSEY
Incorporator (and Registered Agent if named)

ERIC MASSEY
Registered Agent (sign if not also Incorporator)

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SARASOTA COUNTY, FLORIDA