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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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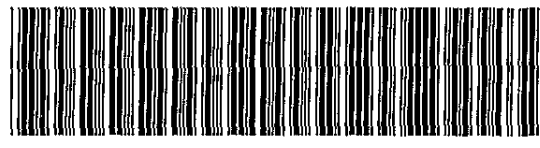
(Business Entity Name)

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Bill Rogers
George E. Fahrenkopf
Administrative Assistants

August 11, 2005

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, FL 32314

RE: American Academy of the Angels of the Arts Awards, Inc.

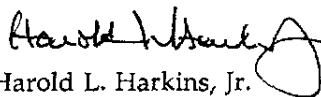
Dear Sir or Madam:

I am enclosing the original and one copy for certification of the Articles of Incorporation for the proposed Florida corporation referred to above to be effective upon filing. Also enclosed is a check for the following fees:

New Corporation filing fee	\$ 35.00
Registered agent fee	35.00
Certified copy of Articles	<u>8.75</u>
Total	\$ 78.75

Please file these Articles of Incorporation and forward the certified copy to me for our corporate records.

Sincerely,



Harold L. Harkins, Jr.

Articles of Incorporation of

American Academy of the Angels of the Arts Awards, Inc. a Florida Nonprofit Corporation

The undersigned incorporator, in order to form a nonprofit corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

- Name** The name of this corporation is American Academy of the Angels of the Arts Awards, Inc. (herein, the "Corporation").
- Principal Office** The principal place of business and mailing address of the Corporation shall be:
1801 5th St. N., Apt. 5
Saint Petersburg, FL 33704
- Purpose** The purposes for which the Corporation is organized are:

To encourage artists and supporters of the arts by awarding scholarships for young artists and art teachers in Florida and recognizing and rewarding artists and supporters of the arts nationwide.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Duration** The period of duration of the Corporation is perpetual.
- Directors** The affairs of the Corporation shall be managed by a Board of Directors of not less than three persons, the number of which shall be fixed as set forth in the Bylaws of the Corporation. The Directors shall be elected annually by the Directors at a meeting prior to the annual meeting as provided in the Bylaws.
- Registered Agent** The name and address of the registered agent of the Corporation is:

Monty Montgomery
1801 5th St. N., Apt. 5
Saint Petersburg, FL 33704
- Bylaws** The Directors of the Corporation shall adopt Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the Directors at any regular meeting or any special meeting called for that purpose.
- Dissolution** Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit organization with a mission to award scholarships for young artists and art teachers.

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**Limitations
On Activities** No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision 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 (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**Indemnification
Of Directors** Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof.

Expenses (including attorneys' fee) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from this Article.

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Conflict
Of Interest

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- The contract or transaction is fair and reasonable as to this Corporation at the time it is authorized by the Board or a committee.


Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Incorporators

The name and address of the incorporator of the Corporation is:

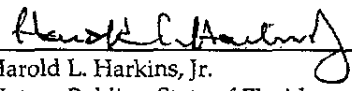
Monty Montgomery
1801 5th St. N., Apt. 5
Saint Petersburg, FL 33704

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this August 23, 2005.


Monty Montgomery
Incorporator


**State Of Florida
County Of Hillsborough**

The foregoing Articles of Incorporation were acknowledged before me this August 23, 2005, by Monty Montgomery, who is personally known to me.


Harold L. Harkins, Jr.
Notary Public - State of Florida

Acceptance
Of Appointment

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I affirm that I am familiar with and accept the obligations of my position as registered agent.


Monty Montgomery
Registered Agent