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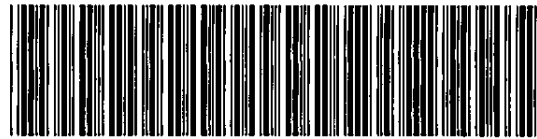
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE AUG 1-6 2007

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August 6th, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Reference: AQUEDUCT PRODUCTIONS, INC.
Not for Profit - Filing of Articles of Incorporation

Dear Sir or Madam:

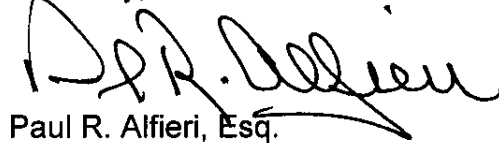
Enclosed are a fully executed original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$78.75 representing the applicable filing fees and fee for a certified copy of the Articles of Incorporation.

Please return a certified copy of the Articles of Incorporation and the Certificate of Incorporation to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,



Paul R. Alfieri, Esq.

PRA/
Encl.

ARTICLES OF INCORPORATION
OF
AQUEDUCT PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned pursuant to applicable provisions of the Florida Not-For-Profit Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of this corporation shall be AQUEDUCT PRODUCTIONS, INC.

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office of the corporation shall be 1921 S.W. 67 Terrace, Plantation, Florida 33317.

ARTICLE THREE

PURPOSES AND POWERS

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, conducting performances in theatre and the performing arts and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

NONDISCRIMINATORY POLICY

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational

policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE FIVE

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the corporation.

ARTICLE SIX

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE SEVEN

BYLAWS

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded by a majority vote of the board of directors present at any regular or special meeting called for that purpose.

ARTICLE EIGHT

AMENDMENTS

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this corporation may be made is William McConnell. The registered agent and the corporation's registered office are located at 1921 S.W. 67 Terrace, Plantation, Florida 33317.

ARTICLE TEN

INCORPORATOR

The name and mailing address of the incorporator is William McConnell who resides at 1921 S.W. 67 Terrace, Plantation, Florida 33317.

ARTICLE ELEVEN

EARNINGS AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE TWELVE

DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF I have set my hand and seal, acknowledged and filed the foregoing articles of incorporation under the laws of the state of Florida, this 6th day of August, 2007.


William McConnell, Incorporator

STATE OF FLORIDA:

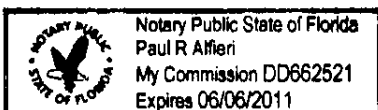
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, William McConnell, incorporator of Aqueduct Productions, Inc. personally known to me to be the person(s) who executed the foregoing articles of incorporation or produced _____ as identification, and acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 6th day of August, 2007.


Notary Public

My Commission Expires:



REGISTERED AGENT CERTIFICATE

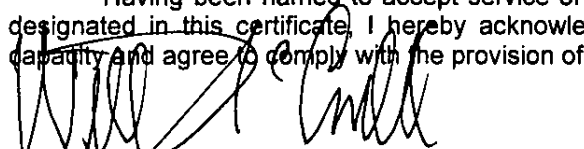
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That Aqueduct Productions, Inc., having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the articles of incorporation at 1921 S.W. 67 Terrace, Plantation, Florida 33317 has named William McConnell its registered agent; and 1921 S.W. 67 Terrace, Plantation, Florida 33317 as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

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



William McConnell, Registered Agent

August 6th, 2007

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