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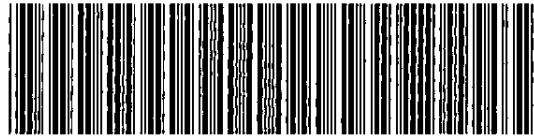
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2009

DAVID SHARPE
A CREATIVE FUTURE, INC.
2025 J & C BOULEVARD, SUITE NO. 8
NAPLES, FL 34109

SUBJECT: A CREATIVE FUTURE, INC.
Ref. Number: W09000033491

RECEIVED
09 AUG 10 PM 1:20
DIVISION OF CORPORATION

We have received your document for A CREATIVE FUTURE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 109A00025199

David Sharpe
ARTISTIC POSSIBILITIES, INC.
2025 J&C Boulevard
Suite No. 8
Naples, FL 34109

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

8/6/2009

RE: ARTISTIC POSSIBILITIES, INC., a Florida not-for-profit corporation

Dear Sir or Madam

Enclosed please find the original and one copy of the Articles of Incorporation of ARTISTIC POSSIBILITIES, INC., which is submitted in replacement of the filing for A CREATIVE FUTURE, INC., which was rejected. The Department of State has retained the filing fee submitted with the earlier filing. Please file same in your usual manner and provide me with one certified copy of the Articles of Incorporation. A copy of the letter from the Division of Corporations notifying me of the rejected filing is attached for your reference.

Please feel free to contact me at 866/668-1761, 305/970-4521, or at dsharpe@artisticscience.com if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read "David L. Sharpe". The signature is fluid and cursive, with the first name "David" being the most prominent.

David Sharpe

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ARTISTIC POSSIBILITIES, INC.**

a not for profit corporation

Pursuant to the provisions of Section 617.1002, Florida Statutes, this Florida not for profit corporation hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be ARTISTIC POSSIBILITIES, INC. (the "Corporation").

ARTICLE II

TERM

The term of the Corporation shall be perpetual. In the event that the Corporation is dissolved after payment of all debts and expenses, the assets of the Corporation shall be distributed to one or more properly incorporated not for profit organizations which share the goals and objectives of the Corporation, such organizations to be determined by the Board of Directors of the Corporation.

ARTICLE III

INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the Corporation shall be 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109.

ARTICLE IV

PURPOSES, PROPERTY AND POWERS

- A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding sections of any future federal tax code, including for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and more particularly, for the benefit of the people of Lee and Collier Counties, Florida:

- i. To provide education and training in the application, use and operation of modern technology as applied to the communications and the arts, including visual and audio technology;
- ii. To provide access to and training in the use of the tools, instruments and equipment to aid them in developing their skills and abilities in the use of modern technologies for the foregoing purposes; and
- iii. To secure, obtain and use funds obtained from donations, grants and any and all other sources, for the furtherance of the foregoing purposes.

B. In furtherance of such purposes, and subject to Subsection C. below, the Corporation shall have full power and authority:

- i. To own, fund, maintain, and operate a charitable and educational organization as its board members may decide;
- ii. To solicit, receive and maintain a fund or funds of real or personal property, or both; subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal of the funds exclusively for owning, maintaining and operating a charitable and educational organization, either directly in accordance with the purposes outlined in this Article, or by contributions or grants to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future federal statute; and
- iii. In general, to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including exercise of all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the Florida Non-Profit Corporations Law (within and subject to the limitation of Section 501(c)(3) of the Code).

C. The Corporation shall serve only such purposes and functions, and shall engage only in such activities as are consistent with the purposes set forth in this Article and are entitled to charitable status under Section 501(c)(3) of the Code.

D. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

E. The Board of Directors and members of the Corporation shall have no vested right, interest or privilege of, in or to the assets, functions, affairs or contracts of the

Corporation, and the Board of Directors and members shall not have any such right, privilege or interest which may be transferable or inheritable or which shall continue when the Corporation is dissolved.

- F. No part of the earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private person.
- G. Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the by-laws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors or any member shall be deemed to vest title in the Corporation.
- H. Upon the dissolution of the Corporation, all of its assets, after the satisfaction of its liabilities or adequate provision therefor, shall be distributed to an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V

MEMBERS

The membership of the Corporation and the voting rights, if any, of the members shall be as provided in the by-laws of the Corporation.

Article VI

COMPENSATION

No director or officer of the Corporation shall receive compensation directly or indirectly for service as a director or officer of the Corporation.

ARTICLE VII

DIRECTORS; MANNER OF ELECTION

The number of directors comprising the Board of Directors of the Corporation may be increased or decreased from time to time in accordance with the by-law of the Corporation, but shall never be less than three (3) nor more than twelve (12). The powers, duties, number, qualifications, terms of office, manner of election and time and criteria for removal of directors shall be as set forth in the by-laws of the Corporation.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS

The initial directors of the Corporation are:

Marley Ross 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109

David Sharpe 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109

Valerie Lord Bourke 4321 Montalvo Court, Naples, Florida 34109

ARTICLE IX

INCORPORATOR

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

David Sharpe 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109

ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the Corporation is:

Marley Ross 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case, upon receiving the vote of a majority of the directors then in office.

INCORPORATOR



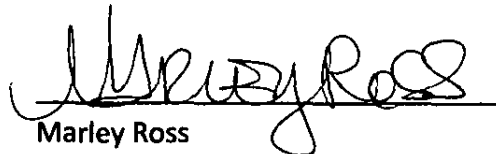
David Sharpe

Dated: 08-07-09

ARTISTIC POSSIBILITIES, INC.

ACCEPTANCE OF REGISTERED AGENT

Marley Ross, of 2025 J&C Boulevard, Unit No. 8, Naples, Florida 34109, being named in the Articles of Incorporation of ARTISTIC POSSIBILITIES, INC. as the registered agent of the Corporation, hereby consents to accept service of process for the Corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By her signature below, the registered agent of the Corporation agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties. By her signature below, the registered agent signifies that she is familiar with and accepts the obligations of the position of registered agent as provided in Chapter 608, Florida Statutes.


Marley Ross

Dated: 08-07-09

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TALLAHASSEE, FLORIDA