

YATE K. CUTLIFF  
Attorney at Law

*N95000000180*

December 27, 1994

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

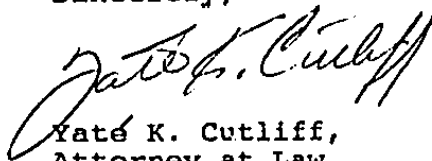
Re: Incorporation of The Magic of African Rhythm

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me

Sincerely,



Yate K. Cutliff,  
Attorney at Law  
P.O. Box 15095  
St. Petersburg, Fl. 33733  
(813) 323-0714

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REGISTER JAN 13 1995

ARTICLES OF INCORPORATION

FOR

THE MAGIC OF AFRICAN RHYTHM

The undersigned, being citizens of the United States, desiring to form a Non-Profit Corporation acting as incorporators of a not for profit corporation pursuant to chapter 617, Florida Statutes adopt(s) the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be:

THE MAGIC OF AFRICAN RHYTHM, INC.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be located in the City of Sarasota, Sarasota County.

The mailing address of this corporation shall be 1800 Webber Street Sarasota, Florida, 34239.

ARTICLE III  
PURPOSE

The corporation is organized to provide an African Arts program for youth of the community for instructive and recreative purposes; to provide conferences and workshops to encourage cooperation and free intercourse among artists, art teachers, art students, craftsmen, publishers, and others engaged in african artistic activities; to promote the study of African Arts; and to ensure these programs remain exclusively for charitable, educational and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV  
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected is set forth in the bylaws of the corporation.

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ARTICLE V  
POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI  
LIMITATIONS

The corporation shall be operated exclusively for charitable, educational and literary purposes as a nonprofit corporation. 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 public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII  
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Maisha El-Shabu 1800 Webber Street, Sarasota, Florida 34239.

ARTICLE VIX  
INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Maisha El-Shabu, 1800 Webber Street, Sarasota, Florida 34239

Omar El-Shabu, 1800 Webber Street, Sarasota, Florida 34239

Amaata Falatiyah Mabinti Shabaz, 1800 Webber Street, Sarasota, Florida 34239

ARTICLE X  
DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any such determination, shall be three directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial directors. The names and street addresses of the individuals who will hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

Yvette Robison, 3808 Fishing Trail, Sarasota, Florida 34235

Louis Robison, 3808 Fishing Trail, Sarasota, Florida 34235

Phyllis McFarland, 1900 Main Street, Suite 305, Sarasota, Florida 34236

ARTICLE XI  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or final liquidation of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the Principal office of the corporation is then 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.

The undersigned incorporator(s) has(have) executed these Articles of incorporation this 2 day of January, 1995.

Signature(s) of the incorporator(s)

x Maisha El-Shabu Maisha El-Shabu  
name of incorporator signing

x Omar El-Shabu Omar El-Shabu  
name of incorporator signing

x Amaata Falatiyah Mabinti Shabaz Amaata Falatiyah Mabinti Shabaz  
name of incorporator signing

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE MAGIC OF AFRICAN RHYTHM, INC.
2. The name and address of the registered agent and office is:

Maisha El-Shabu  
1800 Webber Street  
Sarasota, Florida 34239

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature x *Maisha El-Shabu*  
Date 9 January, 1995

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