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Inverness, Florida 34453

THOMAS E. SLAYMAKER
JOHN A. NELSON

February 10, 1995

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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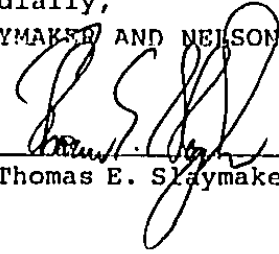
RE: CITRUS COUNTY ARTS FOR A COMPLETE EDUCATION, INC.

To Whom It May Concern:

Please find enclosed, for filing with your office, Articles of Incorporation and Designation of Resident Agent for Citrus County Arts for a Complete Education, Inc. Our check number 4479, made payable to "Secretary of State" in the amount of \$122.50 representing the filing fee and fee for a certified copy of said Articles is also enclosed.

Thank you for your attention in this regard and should you have any questions please contact us.

Cordially,
SLAYMAKER AND NELSON, P.A.

BY: 
Thomas E. Slaymaker, Esquire

TES/djd
Enclosures: As Stated

File 2/14/95
2-15-95

FILED
95 FEB 13 11 30 AM
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CITRUS COUNTY ARTS FOR A COMPLETE EDUCATION, INC.

FILED
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The undersigned, for the purpose of forming a Florida Not-For-Profit Corporation, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is CITRUS COUNTY ARTS FOR A COMPLETE EDUCATION, INC. and the mailing address of said Corporation is Post Office Box 908, Lecanto, Florida 34460.

ARTICLE II

The term of existence of the Corporation is perpetual and the corporate existence will commence on the date of filing these Articles of Incorporation by the Department of State.

ARTICLE III

The Corporation may engage in any activity permitted under Chapter 617, Florida Statutes (1993), as such may be amended from time to time. The purposes for which this not-for-profit Corporation is organized include, but are not limited to, the following:

To ensure that every child has the opportunity to experience all forms of the arts at a high qualitative level and any other lawful purpose.

ARTICLE IV

The qualifications for members of the Corporation and the manner of their admission to membership shall be as regulated by the By Laws.

ARTICLE V

The Corporation shall not issue stock. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, member of the Corporation, or any private individual except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist, or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended. On the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county where the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The street address of the initial registered office of the Corporation is 2218 Highway 44 West, Inverness, Florida 34453 and the name of the Corporation's initial registered agent is Thomas E. Slaymaker.

ARTICLE VII

The Corporation shall have three (3) directors initially. The method of election of the directors of the Corporation is set forth in the By Laws. The number of directors may be increased from time to time, as provided in the By Laws, but shall never be less than three (3). The names and street addresses of the initial directors are:

Patrick Simon
681 West Britain Street
Hernando, Florida 34442;

Cheryl Israel
1307 Longboat Point
Inverness, Florida 34450; and

Rebecca Ickstadt
8100 South Shadowbright Place
Floral City, Florida 34436

ARTICLE VIII

The names and street addresses of the incorporators are:

Patrick Simon
681 West Britain Street
Hernando, Florida 34442;

Cheryl Israel
1307 Longboat Point
Inverness, Florida 34450; and

Rebecca Ickstadt
8100 South Shadowbright Place
Floral City, Florida 34436

The incorporators of the Corporation assign to the Corporation their rights under Section 607.0201, Florida Statutes (1993), to constitute a corporation.

ARTICLE IX


These Articles of Incorporation may be amended in accordance with the procedure set forth in Section 617.1002, Florida Statutes (1993) as said law may be amended or replaced from time to time.

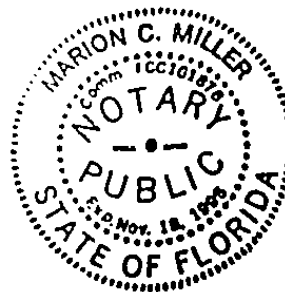
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of February, 1995.


Patrick Simon

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 7 day of February, 1995 by Patrick Simon who is personally known to me.


Notary Public



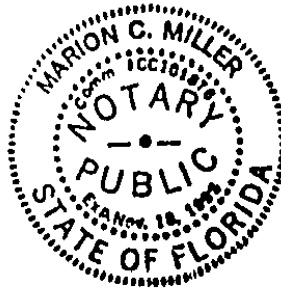
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of February, 1995.

Cheryl Israel
Cheryl Israel

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 3rd day of February, 1995 by Cheryl Israel who is personally known to me.

Marion C. Miller
Notary Public



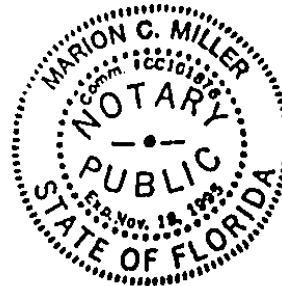
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7 day of February, 1995.

Rebecca Ickstadt
Rebecca Ickstadt

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 7 day of February, 1995 by Rebecca Ickstadt who is personally known to me.

Rebecca Ickstadt *Marion C. Miller*
Notary Public



This instrument was prepared by:

Slaymaker and Nelson, P.A.
Thomas E. Slaymaker, Esquire
2218 Highway 44 West
Inverness, Florida 34453

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 607.0501 of the Florida Statutes, CITRUS COUNTY ARTS FOR A COMPLETE EDUCATION, INC., desiring to organize under the laws of the State of Florida, does hereby name THOMAS E. SLAYMAKER of 2218 Highway 44 West, Inverness, Florida 34453 and whose business address is 2218 Highway 44 West, Inverness, Florida 34453 as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation at the place so designated, I, THOMAS E. SLAYMAKER, do hereby accept appointment in such capacity and agree to comply with the provision of Chapter 607 of the Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.0505 of the Florida Statutes.

Dated this 10th day of February, 1995.



THOMAS E. SLAYMAKER

FILED
95 FEB 13 11 35 AM
CLERK OF COURT
CITRUS COUNTY, FLORIDA