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March 20, 1995

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*****70.00 *****70.00

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION FOR
THE COMIC OPERA COMPANY OF SARASOTA, INC. (Not-for-Profit)

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation, along with our firm's check in the amount of \$70.00 for the filing the attached articles. Please return one copy to our offices following filing.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

BY: Tami D. Toms
TAMI D. TOMS
LEGAL SECRETARY for
J. GEOFFREY PFLUGNER

Enclosures

FILED
95 MAR 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. REGISTER MAR 24 1995

ARTICLES OF INCORPORATION
OF
THE COMIC OPERA COMPANY OF SARASOTA, INC.
A FLORIDA CORPORATION
NOT FOR PROFIT

95 MAR 23 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

NAME

The name of the corporation is THE COMIC OPERA COMPANY OF SARASOTA, INC.

ARTICLE II.

The corporate address of THE COMIC OPERA COMPANY OF SARASOTA, INC. shall be 4800 Gulf of Mexico Drive, Longboat Key, Florida 34227.

ARTICLE III.

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV.

PURPOSE

The corporation is organized exclusively to present comic operas to the general public with an emphasis on tourists' attraction and will perform in public squares, recreation halls and anywhere tourist gather. The corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 any corresponding section of any future Federal tax code.

ARTICLE V.

DIRECTORS

There shall be three members of the initial Board of Directors of the corporation, which number may be increased or decreased from time to time as provided in the By-Laws, which number shall not be less than three. The Directors shall be elected at the annual meetings of this corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

John Esposito	4800 Gulf of Mexico Drive, PH5C Longboat Key, Florida 3428
J. Geoffrey Pflugner	2033 Main Street, Suite 101 Sarasota, Florida 34237
Tami D. Toms	2033 Main Street, Suite 101 Sarasota, Florida 34237

ARTICLE VI.

OFFICERS

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, and a Treasurer. Such officers will be elected annually on the 2nd Tuesday of every September. The names of the persons who are to serve as Officers until the first election of Officers under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>OFFICE</u>
John Esposito	President
J. Geoffrey Pflugner	Secretary

ARTICLE VII.

MEMBERS

The corporation shall have Members. Members of the corporation will be required to meet the following qualifications: submit a written application for membership. Persons meeting such qualifications will be admitted in the following manner: by receiving a countersigned membership application.

ARTICLE VIII.

BY-LAWS

The By-Laws of the corporation are to be made, altered, or rescinded by the members of the corporation.

ARTICLE IX.

AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the majority of the members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE X.

INCORPORATORS

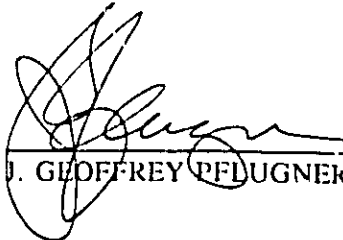
The name and address of the Incorporator of these Articles of Incorporation is J. Geoffrey Pflugner, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE XI.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 2033 Main Street, Suite 101, Sarasota, Florida 34237, and the Registered Agent at such address shall be J. Geoffrey Pflugner.

IN WITNESS WHEREOF, I the undersigned Incorporator to these Articles of Incorporation, have hereunto set my hand and seal this 20th day of March, 1995.


J. GEOFFREY PFLUGNER

FILED
MAR 23 PM 1:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 20th day of March, 1995, before me, the undersigned officer, personally appeared J. GEOFFREY PFLUGNER, known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year written above.



NOTARY PUBLIC

My Commission Expires:
(Notary Seal)

TAMBLA D. TOMS
Notary Public, State of Florida
My Comm. Expires April 19, 1998
No. CC 376839
Bonded thru Official Notary Service

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


J. GEOFFREY PFLUGNER

Dated: _____