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SALLY S. BENSON

MEMBER OF FLORIDA AND CALIF. BARS

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N95000001557

March 24, 1995

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

Re: The Unisong Fund, Inc.
Proposed Corporation

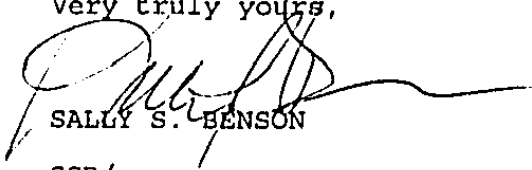
Dear Sirs:

Enclosed is the originally-executed Articles of Incorporation, together with one copy thereof, with regard to the above proposed corporation. I have also enclosed my check in the amount of \$122.50 for the filing fees.

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

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


SALLY S. BENSON

SSB/cgw

Enclosures

FILED
95 APR -3 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/3/95
CWS - and send
check

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****122.50 ****122.50

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4/4

ARTICLES OF INCORPORATION
OF
THE UNISONG FUND, INC.,
A NON-PROFIT CORPORATION

We, the undersigned residents of the State of Florida, being 18 years or more of age, do hereby associate ourselves together for the purpose of forming a non-profit corporation under the statutes of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be THE UNISONG FUND, INC., and its location shall be in the City of West Palm Beach, County of Palm Beach, State of Florida.

The principal office and registered office is located at 931 Village Boulevard, #905, West Palm Beach, Florida 33409.

ARTICLE II

DURATION

The period of duration of this non-profit corporation shall be perpetual.

ARTICLE III

PURPOSE CLAUSE

The business and purpose of this corporation shall be to raise funds for the purpose of sharing, guiding, channelling and apprising the children of our country who are in grades one through twelve, through the Arts, of the values of self-image, self-esteem,

self-respect, with the hope of their learning a better purpose of life, and to do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects, or the furtherance of any of the powers herein.

This organization is organized exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future law of the United States.

ARTICLE IV

NON-STOCK CORPORATION

The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE V

DIRECTORS

The number of Directors constituting the initial Board of Directors shall be five (5); however, this may be expanded to

eleven (11). The names and addresses of the persons who are to serve as initial Directors is as follows:

George J. Cort	254 Northampton M West Palm Beach, FL 33417
Bill Lavorgna	RD #3, Box 334 D Princess Ann, MD 21853
Leanne Curtis	5335 Bent Tree Forest, #292 Dallas, TX 75248
Hank Gillette	5017 Nob Hill Drive Apt. E-1 Chagrin Falls, OH 44022
Jack Medoff	177 Knickerbocker Road Closter, NJ 07624

ARTICLE VI

ELECTION OF OFFICERS

The officers shall be elected by the Directors who shall first be elected by the members of the corporation.

ARTICLE VII

MEMBERSHIP REQUIREMENTS

The methods and conditions on which members shall be accepted and discharged or expelled shall be as follows:

Members may join by making a contribution to the Corporation, or by indicating support of the purpose of the Corporation. A member may withdraw or may be expelled upon a majority vote of the membership in which it is determined that the individual no longer supports the purpose of the Corporation. A member may withdraw at any time he or she so desires.

ARTICLE VIII

AMENDMENTS

These Articles may be amended in the manner provided by the statutes of the State of Florida at the time of amendment.

ARTICLE IX

INCORPORATORS

The name and residence of the persons forming this corporation are as follows:

George J. Cort


254 Northampton M
West Palm Beach, FL 33417

ARTICLE X

DISSOLUTION

Upon the dissolution of this organization, which shall not occur unless it is no longer possible for the purposes of the organization to be carried out, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future 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 by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such

purposes, or to such organization or organizations, as said Court shall determine, which are organized and operating exclusively for such purposes.


George J. Cort

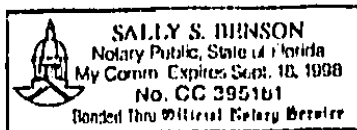
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of March, 1995, by GEORGE J. CORT, who is personally known to me or who has produced FLORIDA DRIVER LICENSE as identification and who did not take an oath.


Name: _____

Notary Public


My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT OF
THE UNISONG FUND, INC.

The undersigned hereby accepts the appointment as Registered Agent of THE UNISONG FUND, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 27 day of March, 1995.



GEORGE G. CORT
Registered Agent

FILED
95 APR -3 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA