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DIVISION OF DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 613812 80440A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : June 12, 1995

ORDER TIME : 11:00 AM

ORDER NO. : 613812

CUSTOMER NO: 80440A

CUSTOMER: Marshall H. Barkin, Esq
MARSHALL H. BARKIN, ESQ
PERSONAL ACCOUNT
Suite 710
149-p S. Ridgewood Avenue
Daytona Beach, FL 32114

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DOMESTIC FILING

NAME: FLORIDA PERFORMING ARTS
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

RL
6-12-95

ARTICLES OF INCORPORATION
OF
FLORIDA PERFORMING ARTS
(A Florida Not For Profit Corporation)

FILED
JUN 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

FLORIDA PERFORMING ARTS , INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

128 North Nova Road
Ormond Beach, FL 32174

ARTICLE III - PURPOSE

A. The general nature and object of the Corporation shall be primarily to develop, foster and maintain an appreciation for the performing arts through the establishment of a repertory company devoted to the arts of dance, music, drama and theater, presentation of concerts and such other purposes and activities as would be appropriate to accomplish the basic object of the Corporation.

B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Notwithstanding any other provision 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 United States Internal Revenue law.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and initial registered office are:

Richard Martorano
128 North Nova Road
Ormond Beach, FL 32174

ARTICLE V - MANAGEMENT

The business of the Corporation shall be managed by a Board of Directors, the number and method of election of which shall be as set forth in the By-Laws of the Corporation. The names and addresses of the initial members Board of Directors are:

Ann Martorano
225 Gulf Circle North
Daytona Beach, FL 32119

Harry Heilman
5 Arrowhead Drive
Ormond Beach, FL 32174

Ron Rees
303 N. Clyde Morris Blvd.
Daytona Beach, FL 32114

John H. Krouse, M.D.
106 N. Kings Road
Ormond Beach, FL 32174

Sylvester Covington
543 Orange Avenue
Daytona Beach, FL 32114

David Rusler
231 Riverside Drive
Holly Hill, FL 32117

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

Richard Martorano
225 Gulf Circle North
Daytona Beach, FL 32119

ARTICLE VII - DISSOLUTION

In the event of dissolution or liquidation of the Corporation, whether voluntary or involuntary, no member or trustee shall be entitled to or shall receive, either directly or indirectly, any distribution or division of its remaining property or its proceeds. The balance of all money and other property received by the Corporation from any source after the payment of all debts and obligations of the Corporation shall be used or distributed to other organizations which support the performing arts and which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal

Revenue Code, or to the Federal Government, or to a state or local government for public purpose.

IN WITNESS WHEREOF, I have herunto subscribed my name this
6th day of June, 1995.

Richard Hartmann, Inc. coproducer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JUN 12 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.02011, Florida Statutes, the undersigned not for profit 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: **FLORIDA PERFORMING ARTS, INC.**
2. The name and address of the registered agent and office is:

Richard Martorano
128 North Nova Road
Ormond Beach, FL 32174

✓ 
Richard Martorano, Incorporator

Date: 6/5/95

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.

✓ 
Richard Martorano

Date: 6/5/95