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FILED

95 JUN 28 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: HAPPY ENDINGS OF PALM BEACH, INC.

Ladies and Gentlemen:

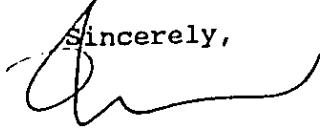
Enclosed you will find original Articles of Incorporation of Happy Endings of Palm Beach, Inc., together with a check for the following items:

1. Filing Articles	\$35.00
2. Furnishing certified copy of Articles	52.50
3. Filing Designation of Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Kindly file the Articles and furnish a certified copy of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,


William R. H. Broome

WRHB/dba

Enclosures

EFFECTIVE DATE
6/28/95

Handwritten initials

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ARTICLES OF INCORPORATION
OF
HAPPY ENDINGS OF PALM BEACH, INC.
(a corporation not for profit)

ARTICLE I

NAME

The name of the corporation shall be HAPPY ENDINGS OF PALM BEACH, INC.

ARTICLE II

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the day on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE III

PURPOSE OF CORPORATION

This purpose of the corporation is to establish an organization to provide children's theater performances for the education and entertainment of children at minimum cost.

ARTICLE IV

MEMBERSHIP

Anyone may be a member of the corporation who has:

(1) volunteered to serve; and

EFFECTIVE DATE
6/28/95

(2) been accepted by the membership in accordance with its bylaws.

The method by which termination of membership is accomplished may be provided by the bylaws.

No stock or stock certificates shall be issued.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and place of business of this corporation shall be located at 547 Indigo Avenue, Wellington, Florida, 33414, with the privilege of establishing offices and places of business at other places in the State of Florida.

The initial registered agent is David E. Williams, whose address is the same as that of the principal office.

ARTICLE VI

DIRECTORS

The first Board of Directors of the corporation shall consist of the following members:

David L. Williams

David E. Williams

Wilma Kay Williams

Jennifer M. Williams

The address of all of the foregoing initial directors is:

547 Indigo Avenue
Wellington, FL 33414

The membership may elect directors in addition to the

foregoing persons, up to a total number of five (5) directors. Directors need not be residents of the State of Florida but must be members of the corporation. The number of directors may be increased by bylaw adopted by the shareholders, but may not be diminished to a number less than THREE (3).

ARTICLE VII

INCORPORATORS

The name and address of the person signing these Articles as incorporator is:

David L. Williams
547 Indigo Avenue
Wellington, FL 33414

ARTICLE VIII

INDEMNIFICATION AND IMMUNITY

The corporation shall indemnify any officer, director or member to the fullest extent permitted by Florida law. All officers and directors shall enjoy the immunity from personal liability afforded by §617.0285, Florida Statutes.

ARTICLE IX

NON-PROFIT STATUS

This corporation is to be a corporation not for profit under and at all times in full compliance with the provisions of F.S. Chapter 617 as it may from time to time be amended. No part of the income of the corporation may be distributed to its members, directors or officers, except as provided in §617.011(1) Florida

Statutes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 purpose set forth in Article III hereof. No substantial part of the activities of the corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the board of

directors will, after paying or making provision for the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XI

AMENDMENT

Amendments to the articles of incorporation may be made by majority vote of the board of directors at a meeting for which notice of the proposed amendment has been given, or by written statement signed by all of the directors, without the necessity of a vote of the membership.

IN WITNESS WHEREOF, the above-named incorporator has hereunto
set his hand and seal this 26th day of June,
1995.

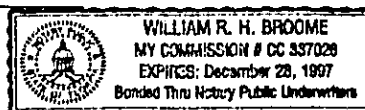
David L. Williams (SEAL)
David L. Williams

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 26th
day of June, 1995, by David L. Williams, who is
personally known to me or who has produced N/A as
identification, and who did not take an oath.

William R. H. Broome
Print name: William R. H. Broome
Notary Public, State of Florida
Commission No: _____

My commission expires: _____



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation herein as registered agent.

June 26, 1995
Date

David E. Williams
David E. Williams