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MARSHALL G. WISEHEART
W. J. HEFFERNAN, JR.
GABRIEL F. ZAMBRANO

June 28, 1995

Florida Department of State
Division of Corporations
Attn: Conversion Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Tropical Troupe, Inc.
Doc. #: P94000051525

100001529501
-07/05/95--01012--014
*****70.00 *****70.00

Dear Corporation Specialist:

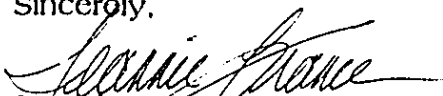
The above corporation was intended to be a not for profit corporation and we incorporated it under the Florida General Corporation Act.

Pursuant to Florida Statute, we filed a petition with the Clerk of Monroe County, and this matter was presented to the Honorable Richard G. Payne for status ruling. Based on the information presented, Judge Payne ruled that the proposed not-for-profit articles were in order, and Tropical Troupe could be converted to a Not for Profit Corporation.

Enclosed please find the court certified order, and the original executed Articles of Incorporation for your consideration. Also enclosed is the required processing fee in the amount of \$70.00.

As you know, it is dangerously near the deadline for corporations who have not submitted their annual fees to be involuntarily dissolved. I would truly appreciate it if you would notify us immediately when these articles have been processed, in order that we may immediately send the annual fees.

Sincerely,


Jeannie France, legal assistant
to ROBERT K. MILLER

JUL 7 1995
JUL 7 1995
W4-15644

RKM:jkf
Enclosures
cc: Mrs. Pam Bauer

Stala
7/18

FILED
JUL 18 1995
TALLAHASSEE, FLORIDA
STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthain
Secretary of State

July 7, 1995

CUNNINGHAM, ALBRITTON & MILLER
P. O. BOX 500938
MARATHON, FL 33050-0938

SUBJECT: TROPICAL TROUPE, INC.
Ref. Number: W95000013684

We have received your document for TROPICAL TROUPE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The petition or new articles must contain a statement that all property, indebtedness and liabilities shall become that of the successor corporation not-for-profit, pursuant to F. S. 617.1807. Also the new articles must be signed by the president and secretary pursuant to F. S. 617.1806.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00032886

IN THE CIRCUIT COURT OF THE 16TH JUDICIAL CIRCUIT
IN AND FOR MONROE COUNTY, FLORIDA
CASE NO. 95-19139-CA-18 JUN 11 1995

IN RE: TROPICAL TROUPE, INC.,
a Florida Corporation,

Petitioner,

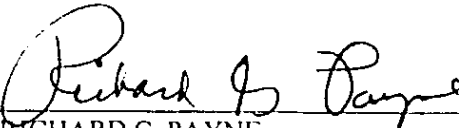
**ORDER GRANTING CONVERSION TO A
FLORIDA NOT FOR PROFIT CORPORATION**

This matter having come on for consideration before the court on the verified petition to change its corporate status, and the court having reviewed the petition and exhibits, and being otherwise fully advised in the premises, it is hereby:

ORDERED and ADJUDGED as follows:

1. The designated corporate status of TROPICAL TROUPE, INC., of Monroe County, Florida be and the same is hereby converted to a Florida Nonprofit Corporation.
2. TROPICAL TROUPE INC., is hereby directed to file its not for profit Articles of Incorporation with the Florida Department of State, Division of Corporations.

DONE and ORDERED in chambers in Key West, Monroe County, Florida this 16 day of June, 1995.


RICHARD G. PAYNE
Circuit Judge

copies to:
Robert K. Miller

STATE OF FLORIDA)
COUNTY OF MONROE)

This Copy is a True Copy of the
Original of the File in this Office. Witness
my hand and Office Seal

This 22 day of June

A.D., 19

DANNY L. ROYAL
Clerk of Circuit Court

By Robert A. Valle D.C.

ARTICLES OF INCORPORATION
of
TROPICAL TROUPE, INC., a
FLORIDA NONPROFIT CORPORATION
(PURSUANT TO §617.0202 F.S.)

FILED
JUL 19 1987
STATE OF FLORIDA

ARTICLE I
Corporate Name, Principal Office and Mailing Address

The name of this Corporation is: TROPICAL TROUPE, INC. The principal office of this corporation is: Pamela Bauer. The mailing address of this corporation is c/o 2975 Overseas Highway, Marathon, Florida 33050.

ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized solely for general education purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of education, creativity, cultural, arts, and other related or corresponding charitable purposes for the benefit of the youth of Monroe County by the distribution of its funds for such purposes.

C. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 100 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificate shares are restricted as to their sale or purchase, the membership certificate shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote

ARTICLE VI Management of Corporate Affairs

A Board of Directors The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided however that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at _____, on _____ of each year at _____, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII Earnings and Activities of Corporation

A. 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 purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the 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.

C. 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII
Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, 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 1954 (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 a court of competent jurisdiction in the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
Property, Indebtedness and Liabilities

All property, indebtedness and liabilities of the predecessor corporation shall become that of the successor corporation not-for-profit

ARTICLE X
Membership

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE XI
Subscribers/Officers

The names and residence addresses of the Subscribers/Officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Pamela Bauer/Incorporator/President	331 Lake Christine Drive, Belleville, Florida
Joanne Pulis/Secretary	Rt 1, Box 609, Marathon, Florida
Leslie Miller	11257 5th Avenue, Gulf, Marathon, Florida

ARTICLE XII
Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the

Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII
Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIV
Registered Agent and Office

The address of the corporations's registered office shall be 2975 Overseas Highway, Marathon, Florida and the registered agent at said address shall be Robert K. Miller.

ARTICLE X V
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 12th day of June, 1995.

WITNESSED BY

Samuel A. Shaw

Pamela Bauer
Subscriber/Incorporator/President

Samuel E. Albridge

Joanne R. Puls
Subscriber/Secretary

Leslie Miller
Subscriber

STATE OF FLORIDA:

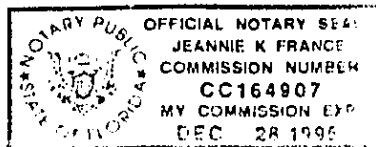
COUNTY OF MONROE:

Pamela Bauer

The foregoing instrument was acknowledged before me this 12th day of June, 1995 by TAMARA BAKER, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

Jeannie K. France
Notary Public, State of Florida

My commission expires:



FILED
95 JUL 18 PM 3:07
TALLAHASSEE, FLORIDA

I 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.

Robert K. Miller
REGISTERED AGENT, Robert K. Miller

Dated : 6-12-95