

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-1971
904-222-0393



network

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

N9500003592

ACCOUNT NO. : 072100000032

REFERENCE : 649637 9186A

AUTHORIZATION :

COST LIMIT :

Patricia Pysic

ORDER DATE : July 27, 1995

ORDER TIME : 2:44 PM

ORDER NO. : 649637

CUSTOMER NO: 9186A

000001548370

CUSTOMER: C. Stephen Allen, Esq
ALLEN & MEIROSE

Suite 340
4830 West Kennedy Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: ARTS BASE, INC.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

FILED
95 JUL 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUL 28 1995

FILED
95 JUL 28 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARTS BASE, INC.
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

ARTS BASE, INC.

The address of the principal office of this corporation shall be 223 North 12th Street, Suite C, Tampa, Florida 33602, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is initiating, organizing, conducting, presenting and exhibiting art for scientific or educational purposes.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Donna L. McBride	3609 Manatee Drive, Southeast
Pres.	St. Petersburg, Florida 33705

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have six Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Donna McBride Dir.	3609 Manatee Drive, Southeast St. Petersburg, Florida 33705
Arthur Keeble Dir.	725 East Keebler Boulevard, Suite 401 Tampa, Florida 33602
David Roosa Dir.	1628 Baker Road Lutz, Florida 33549
Jerome Baranowski Dir.	24945 U.S. Highway 1 st North Clearwater, Florida 34623
Matthew R. Costa Dir.	111 East Madison Street, Suite 2350 Tampa, Florida 33602
C. Stephen Allen Dir.	823 South Boulevard Tampa, Florida 33606

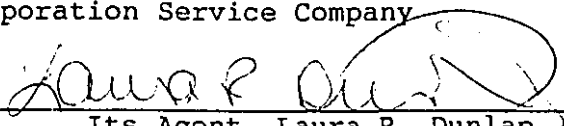
ARTICLE VIII.

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

IN WITNESS THEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 27, 1995.

Corporation Service Company

By:


Its Agent, Laura R. Dunlap

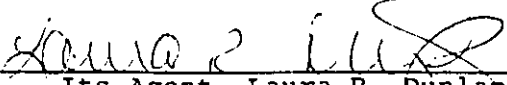
ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

95 JUL 28 PM 2:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Laura R. Dunlap

LRD/dgs

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
1-222-9171 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

N950000003592

ACCOUNT NO. : 072100000032

REFERENCE : 649637 9186A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35

ORDER DATE : July 27, 1995

ORDER TIME : 3:55 AM

ORDER NO. : 649637

500001570905

CUSTOMER NO: 9186A

CUSTOMER: C. Stephen Allen, Esq
Allen & Meirose
Suite 340
4830 West Kennedy Boulevard
Tampa, FL 33609

CHANGE OF AGENT

NAME: ARTS BASE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carol M. Hensal

RECEIVED
95 AUG 28 AM 10:08
DIVISION OF CORPORATION

FILED
95 AUG 28 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

72
JP
R.A. Chang

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ARTS BASE, INC.

1b. Date of incorporation 7/28/95 Document number N95000003592

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Ms. Donna McBride, Suite C, 223 North 12th Street,
Tampa, Florida 33602

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Donna McBride
SIGNATURE
8/3/95
DATE

Donna McBride, President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Donna D. McBride
SIGNATURE
8/3/95
DATE (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00