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January 12, 1996

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State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

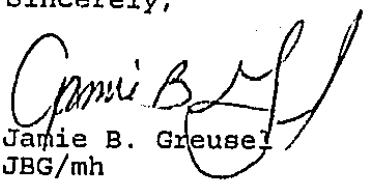
Re: BROADWAY BABY GRAND CURTAINRAISERS, INC.
File #2918

Gentlemen/Ladies:

Enclosed are two copies of the Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$122.50 made payable to the Secretary of State.

Please file the original in your office and return a certified copy to us in the enclosed stamped, addressed envelope.

Sincerely,


Jamie B. Greusel
JBG/mh
Enclosures

5/1/9

The undersigned incorporator to these Articles of Incorporation being competent to contract, hereby states the desire to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLES OF INCORPORATION
OF
BROADWAY BABY GRAND CURTAINRAISERS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

ARTICLE I
NAME OF CORPORATION

The name of the corporation is Broadway Baby Grand Curtainraisers, Inc.

ARTICLE II
PURPOSE

The purpose for which the Broadway Baby Grand Curtainraisers, Inc. is organized is exclusively religious, charitable, scientific, literary and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future or any successor provision; 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 Revenue law.

The general nature of the business to be conducted by the Broadway Baby Grand Curtainraisers, Inc. shall be to encourage theater education and promotion of community theater related activities.

ARTICLE III
TERM OF EXISTENCE

The existence of the corporation shall date from the approval of this Charter by the Secretary of State of Florida, and shall continue in perpetuity. If, for any reason, the corporation shall cease to exist as a legal entity, and its charter shall expire or be terminated, the property both real and personal owned by the corporation shall be sold and all proceeds shall be donated to one or more non-profit charitable organizations under the laws of the State of Florida which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any successor or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IV
MEMBERSHIP

Any person or persons interested in theater and related activities shall be eligible for membership.

ARTICLE V
ADDRESS

The initial address of the principal office of this corporation in the State of Florida is c/o Berry & Greusel, 1104 North Collier Boulevard, Marco Island, Florida 33937. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI
SUBSCRIBERS

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

John T. Smith, 599 S. Collier Blvd., #319,
Marco Island, FL 33937

ARTICLE VII
OFFICERS

The affairs of the corporation shall be managed by a President, Vice-President and a Secretary/Treasurer. Each of said officers shall be elected by the membership for two years and all terms of office shall be for two years. The past President shall serve as an ex-officio member of the Board of Directors.

ARTICLE VIII
DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased from time to time by By-Laws adopted by the Board of Directors. The names and addresses of the persons who will constitute the first Board of Directors and shall serve as officers until the first election:

1. John T. Smith, President
599 S. Collier Blvd., #319
Marco Island, FL 33937
2. Christina Johnston, Vice President
1215 Edington Place, L-4
Marco Island, FL 33937
3. Clement Valentine, Secretary/Treasurer
970 Abaco Court
Marco Island, FL 33937

The Directors shall be elected bi-annually at a meeting of the members by the members of the corporation.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a members' meeting by a majority of the members entitled to vote thereon, unless all the members and directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
STOCK BASIS

This corporation is organized under a non-stock
basis.

1/8/96
Date

John T. Smith
JOHN T. SMITH
Incorporator

FILED
\$5 JAN 17 1996
RECORDING SERVICE
MILLER COUNTY FLORIDA

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me
this 8th day of January, 1996 by JOHN T. SMITH who is
personally known to me or who has produced
FL Driver License (type of identification) as
identification and who did (did not) take an oath.

(SEAL)

Cheryl B. Schmidt
Notary Public

(typed name)

My Commission Expires:

Commission # _____



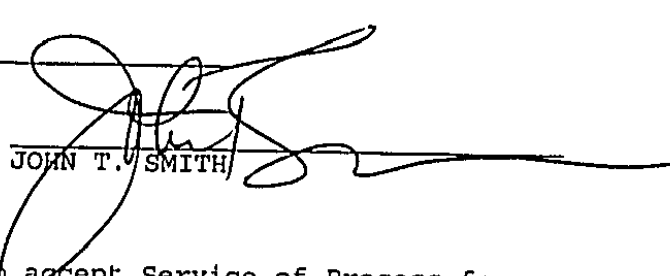
CHERYL U SCHMIDT
My Commission CC403142
Expires Sep. 25, 1998
Bonded by HAI
800-422-1855

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE
SERVED

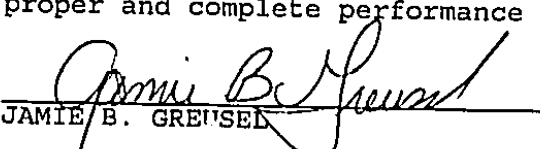
In compliance with Section 48.091 and 607.0501, Florida
Statutes the following is submitted:

BROADWAY BABY GRAND CURTAINRAISERS, INC. desiring to
organize or qualify under the laws of the State of
Florida, with its principal place of business at Marco
Island, Florida 33937, has named Jamie B. Greusel, Berry
& Greusel, 1104 N. Collier Blvd., Marco Island, Florida
33937 as its agent to accept service of process within
Florida.

Date: 1/8/96


JOHN T. SMITH

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.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 33937
(813) 394-8111