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GREGORY H. FISHER
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February 8, 1996

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

RE: Storybook Theatre, Inc.

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Charter with the attached Registered Agent Certificate;

Check in the amount of \$120.50;

Check in the amount of \$2.00

If satisfactory, please furnish this office with one certified copy of the Charter. Thank you for your assistance in this matter.

Sincerely,


Gregory H. Fisher

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ARTICLES OF INCORPORATION
OF
STORYBOOK THEATRE, INC.

Article I
Name

The name of this corporation is STORYBOOK THEATRE, INC.

Article II
Enabling Law

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

Article III
Purpose

The specific and primary purpose for which this corporation is formed are to operate for the advancement of educational, cultural and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to promote, produce and stage children's theater entertainment.

The purposes for which this corporation is formed are to operate exclusively for such educational, cultural and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that code.

This corporation is organized and operated exclusively for nonprofit purposes, and no part of any net earnings shall inure to the benefit of any member, director or officer.

This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation in not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in this article and this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions 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 to the corresponding provision of any future United States Internal Revenue Law.

Article IV Term

This corporation shall have a perpetual existence.

Article V Incorporators

The named and residences of the subscribers to these Articles of Incorporation are as follows:

Sylvia Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

John M. Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

Article VI Membership

The authorized number, qualifications, and manner of admission of members to this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the by-laws of this corporation.

Article VII 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 not less than three nor more than twenty directors. The number of directors herein provided for may be changed by a by-law adopted by the members entitled to vote. Directors whose terms shall have expired shall be elected by majority vote of membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the election of Directors at the first annual meetings are:

Sylvia Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

Gregory H. Fisher
5520 First Avenue North
St. Petersburg, Florida 33710

John M. Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

(b) Elective Officers - The officers of this corporation shall be a President, Vice President and Secretary. Other offices and officers may be established or appointed by members of this corporation at any regular meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the by-laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President: Sylvia Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

Secretary: John M. Bierchen
2226 Glenmoor Road South
Clearwater, FL 34624

Article VIII
Location of Registered Office;
Identification of Registered Agent

(a) The address of this corporation's initial registered office and the principal office of the corporation in the State of Florida is 2226 Glenmoor Road South, Clearwater, Florida 34624.

(b) The name of this corporation's initial registered agent at the above address is Sylvia Bierchen.

Article IX
By-Laws

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed in whole or in part by the Directors in the manner provided therein. Any amendments to the by-laws shall be binding of all members of this corporation.


Article X
Amendment of Articles

Amendment of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the Board of Directors for their vote. Amendments may be adopted by a vote of the majority of the Board of Directors or as may be provided by law.

Article IX
Dissolution

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

The undersigned constituting the subscribers of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 20th day of November, A.D., 1995.


Sylvia Bierchen


John M. Bierchen

STATE OF FLORIDA

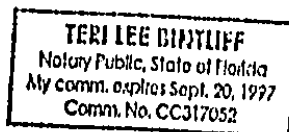
COUNTY OF PINELLAS

Before me the undersigned authority, personally appeared John M. Bierchen, who produced the following type of identification: Florida Drivers License, and he acknowledged that he executed the foregoing freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 29th day of January, A.D., 1996.

Teri Lee Binyliiff
Notary Public


Notary Printed Name
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR WHICH
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**


In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That Storybook Theatre, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Clearwater, County of Pinellas, State of Florida, has named Sylvia Bierchen, whose address is 2226 Glenmoor Road South, County of Pinellas, State of Florida, as its agent to accept process within this state.


Sylvia Bierchen
President

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Sylvia Bierchen
Registered Agent

storyinc.wpd