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January 30, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Indian River Arts Institute, Inc.
(Non-profit corporation)
Our File No. 96-8322

500001706475
-02/05/96--01077--014
++++*70.00 +++++70.00

Dear Sirs:

Enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation. I have also enclosed this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

Sid C. Peterson
SID C. PETERSON, JR. (cmr)

SCP/cmr
Enclosures

00626

8N FEB - 8 1996

W96-2875

FILED
96 FEB 22 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1996

SID C. PETERSON, JR.
418 CANAL ST.
P.O. BOX 428
NEW SMYRNA BEACH, FL 32170

SUBJECT: INDIAN RIVER ARTS INSTITUTE, INC.
Ref. Number: W96000002875

We have received your document for INDIAN RIVER ARTS INSTITUTE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 396A00005504

ARTICLES OF INCORPORATION

OF

**INDIAN RIVER ARTS INSTITUTE, INC.
(A Florida Not For Profit Corporation)**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS**

The name of this Corporation shall be: *INDIAN RIVER ARTS INSTITUTE, INC.*, with its principal office located at 1210 South Riverside Drive, New Smyrna Beach, Florida 32168 and its corporate mailing address being the same.

**ARTICLE II
PURPOSE**

The objects and purposes of the corporation shall be as follows:

(a) The specific and primary purpose for which the corporation is formed is to educate and train people in order for them to acquire the necessary skills and knowledge to become gainfully employed in the hospitality industry.

(b) The general purpose for which the corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit generally under the laws of the State of Florida. Provided, however, that the corporation is not empowered to engage in any activity which is not itself in furtherance of its purposes as set forth in paragraphs (a) and (b) of this Article, nor is it empowered to engage in any activities mentioned in paragraph (d) of this Article.

(d) 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.

(c) For the purpose of carrying out its objects and purposes, the corporation may acquire, receive and hold in its own name, by purchase, gift, grant or bequest, any real or personal property, and may transfer, sell, mortgage, convey, let or otherwise use the same subject to and in accordance with these articles of incorporation and any bylaws of the corporation hereafter adopted, consistent with the purposes for which the corporation is formed.

ARTICLE III **NONSTOCK CORPORATION**

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

ARTICLE IV **TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE V **REGISTERED AGENT** **AND** **INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

EDWARD G. RUBY
1210 South Riverside Drive
New Smyrna Beach, Florida 32168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI **MEMBERSHIP**

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3).

ARTICLE VIII
INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

EDWARD G. RUBY	1210 South Riverside Drive New Smyrna Beach, Florida 32168
DONNA M. RUBY	1210 South Riverside Drive New Smyrna Beach, Florida 32168
BRIAN CLARKE	527 Cedaredge Drive New Smyrna Beach, Florida 32168

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and have qualified, whichever occurs first. The method of election of Directors shall be as stated in the By-laws.

ARTICLE IX
OFFICERS

The officers of this Corporation shall be a President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. Any two or more offices may be held by the same person.

ARTICLE X
INITIAL OFFICERS

The names of the initial officers of this Corporation and their street addresses are:

President	EDWARD G. RUBY 1210 South Riverside Drive New Smyrna Beach, Florida 32168
Secretary/Treasurer	DONNA M. RUBY 1210 South Riverside Drive New Smyrna Beach, Florida 32168

ARTICLE XI
INCORPORATOR

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

EDWARD G. RUBY
1210 South Riverside Drive
New Smyrna Beach, Florida 32168

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

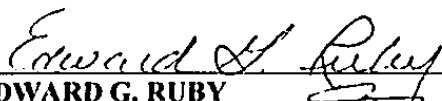
ARTICLE XIII
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIV
DISSOLUTION

In the event of dissolution of the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local governments to be used exclusively for public purposes.

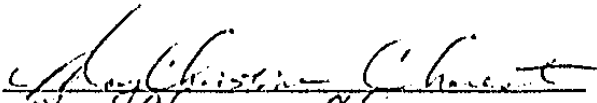
IN WITNESS WHEREOF, the undersigned as Incorporator has executed the foregoing Articles of Incorporation on this 24 day of January, 1996.


EDWARD G. RUBY

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **EDWARD G. RUBY**, who is personally known to me or who has produced 12/8 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 21st day of January, 1996.


Mary Christine Charest
(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



MARY CHRISTINE CHAREST
MY COMMISSION # CG 225613 EXPIRES
September 3, 1996
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 FEB 22 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

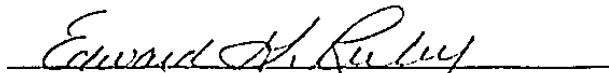
CERTIFICATE

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

That **INDIAN RIVER ARTS INSTITUTE, 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 New Smyrna Beach, County of Volusia, State of Florida, has named **EDWARD G. RUBY**, 1210 South Riverside Drive, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.


EDWARD G. RUBY, as Registered Agent