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WARD & WARD
ATTORNEYS AND COUNSELLORS AT LAW
SUITE ONE, BUILDING C
4001 NEWBERRY ROAD
GAINESVILLE, FLORIDA 32607

April 4, 1996

PETER WARD
PETER HAMILTON WARD
PETER HAY WARD

FILED
96 APR 19 PM 2:27
TELEPHONE
FAX (804) 877-4701
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed you will find Articles of Incorporation and Acceptance of Resident Agent for *EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC., (A Florida Not For Profit Corporation)*. Please file same in your usual manner.

I have enclosed a check in the amount of \$70.00 for filing fees and registered agent designation.

Sincerely,

WARD & WARD



Peter Hay Ward

PHW/cj
Enclosures

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BH 4/11/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Northum
Secretary of State

April 12, 1996

WARD & WARD
4001 NEWBERRY RD
GAINESVILLE, FL 32607

SUBJECT: EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC.
Ref. Number: W96000007982

We have received your document for EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, 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.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00016935

WARD & WARD
ATTORNEYS AND COUNSELLORS AT LAW
SOUTH OAK, BUILDING D
4001 NEWBERRY ROAD
GAINESVILLE, FLORIDA 32607

PETER WARD
PETER HAMILTON WARD
PETER HAY WARD

TELEPHONE
(800-4) 677-4701

April 18, 1996

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

Dear Sir:

To whom it may concern:

In accordance with Section 607.0501 of Florida Statutes, the undersigned designee of

EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC.

is familiar with the duties and responsibilities as registered agent and accepts appointment as registered agent at the registered office of the corporation in Florida: 4001 Newberry Road, Suite C-1, Gainesville, Florida 32607.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter H. Ward", written over a horizontal line.

Peter H. Ward

ARTICLES OF INCORPORATION

OF

EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

96 APR 19 PM 2:27

ALLAACHUEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation is:

EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE AND PURPOSE OF BUSINESS

The purpose for which this corporation is organized is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to educate children in a hands-on, participatory setting. The museum will cooperate with the Alachua County School System in order to present exhibits that will enrich the elementary and middle school syllabuses. The museum will offer programs to encourage attendance by a broad demographic profile of Gainesville and the surrounding communities.

B. To exercise all rights and powers conferred by the laws of the United States and of the State of Florida for a not for profit corporation.

ARTICLE IV PROHIBITED ACTIVITIES

The Corporation is prohibited, despite apparent authority of statute or otherwise, from acting in such a way as to destroy its exempt status as an organization described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code as now in effect. Specifically, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE V NONSTOCK BASIS

The corporation is organized and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the authority to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE VI MEMBERSHIP

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The initial Voting Members of this corporation are the incorporators, as set out in Article IX.

ARTICLE VII DIRECTORS

There shall be four initial Directors who are to serve until the first annual meeting of the corporation. The names and addresses of the persons who shall serve as directors until the first annual meeting and until their successors shall have been elected and qualified in accordance with the Bylaws, or until their earlier resignation or death, is as follows:

Lynne Beehler, 4610 NW 35th Road, Gainesville, Florida 32606
Regina Melzer, 2914 NW 33rd Place, Gainesville, Florida 32605
Susan Botcher, 3448 NW 12th Avenue, Gainesville, Florida 32605
Cynthia Swanson, 500 E. University Avenue, Gainesville, Florida 32601

The number of Directors may be raised or lowered in accordance with the Bylaws, but shall in no case be less than three (3).

ARTICLE VIII OFFICERS

The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may determine appropriate from time to time in accordance with the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Regina Melzer, President, 2914 NW 33rd Place, Gainesville, Florida 32605
Susan Botcher, Vice-President, 3448 NW 12th Avenue, Gainesville, Florida 32605
Herman Melzer, Secretary, 2914 NW 33rd Place, Gainesville, Florida 32605
Lynne Beehler, Treasurer, 4610 NW 35th Road, Gainesville, Florida 32606

ARTICLE IX INITIAL INCORPORATORS

The name and address of the initial incorporators are as follows:

Regina Melzer, 2914 NW 33rd Place, Gainesville, Florida 32605
Susan Botcher, 3448 NW 12th Avenue, Gainesville, Florida 32605

ARTICLE X INITIAL CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial address of the corporation is P.O. Box 5951, Gainesville, Florida 32602.

ARTICLE XI REGISTERED OFFICE

The street address in Florida of the initial registered office of the corporation is 4001 Newberry Rd., Suite C-1, Gainesville, Florida 32607 and the name of the initial registered agent at such address is Peter H. Ward.

ARTICLE XII DISSOLUTION

In the event of dissolution, the residual assets of this organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusively public purposes.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this 18 day of April, 1996.

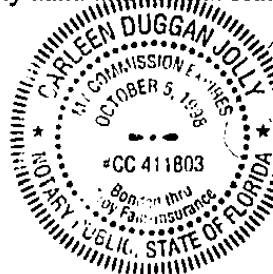
[Signature]
Incorporator

[Signature]
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Regina Melzer and Susan Botcher, who have produced a Florida Driver's Licence as identification showing them to be the persons described and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the state and county named above this 18 day of April, 1996.



[Signature]
Carleen Duggan Jolly
Notary Public, State of Florida
My Commission Expires October 5, 1998
Commission No. CC 411803

WARD & WARD
ATTORNEYS AND COUNSELORS AT LAW
SUITE ONE, BUILDING D
4001 NEWBERRY ROAD
GAINESVILLE, FLORIDA 32607

PETER WARD
PETER HAMILTON WARD
PETER HAY WARD

April 18, 1996

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TALLAHASSEE, FLORIDA

Secretary of State
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Dear Sir or Madam:

Enclosed you will find Articles of Incorporation and Acceptance of Resident Agent, for *EXPO, THE CHILDREN'S MUSEUM OF GAINESVILLE, INC., (A Florida Not For Profit Corporation)* and your letter dated April 12, 1996. Please file same in your usual manner.

You are holding our check #4725 in the amount of \$70.00 which represents the filing fee and registered agent designation.

Sincerely,

WARD & WARD



Peter Hay Ward

PHW/cj
Enclosures