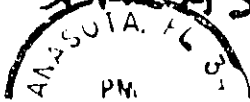


ARTWORKS

P. O. Box 3805

N96000004224

SARASOTA, FL



34230-3805

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Artworks of Sarasota, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

960001923309
-08-15-96-01059-017
*****70.00

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

~~96-11966~~

FILED
55 AUG 13 11:12:59

~~605,524,610,611~~

Dmc 8-13-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1996

ARTWORKS
JUDY ALEXANDER
P.O. BOX 3805
SARASOTA, FL 34230-3805

SUBJECT: ARTWORKS
Ref. Number: W96000014906

We have received your document for ARTWORKS, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate name is not available. Please select a new name. *ARTWORKS OF SARASOTA*

A post office box is not an acceptable address for the registered agent. *1355 WEST WAY DR*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned. *SARASOTA, FL*
.34236

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 696A00034578

FILED
25 AUG 13 11:12:58
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

ARTWORKS OF Sarasota, Inc.

KNOW ALL MEN BY THESE PRESENTS:

That I(We), the undersigned, desiring to form a Non-Profit Corporation under and pursuant to the laws of the STATE of FLORIDA, and for that purpose, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME: The name of the corporation is ARTWORKS OF SARASOTA, INC.

ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at: 1355 WEST WAY DRIVE
in the City of SARASOTA, County of SARASOTA,
State of FLORIDA, and may transact its business and maintain offices for such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of this State, as then may be amended from time to time, except that said corporation is, organized exclusively for CHARITABLE/EDUCATIONAL purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE IV

SPECIFIC PURPOSE: The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct, are as follows: TO ESTABLISH EXHIBIT SPACE AND EDUCATIONAL HANDS-ON CLASSES FOR THE PURPOSE OF PROVIDING A PLACE WHERE YOUNG PEOPLE CAN GATHER, TO LEARN, AND TO DISPLAY THEIR TALENTS IN THE ARTS.

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE V

INCORPORATOR(S). The name(s) and address(es) of the incorporator(s) of this corporation is(are)

JUDY ALEXANDER 1620 MAIN STREET SUITE 7
(Name) (Address)
SARASOTA, FLORIDA 34236
(City/State/Zip Code)

(Name) (Address)
(City/State/Zip Code)

(Name) (Address)
(City/State/Zip Code)

ARTICLE VI

BOARD OF DIRECTORS. The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 12 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Board of Directors may fill any vacancy which may occur on the Board of Directors pending the next annual meeting of either the members, if a membership non-profit corporation, or the Board of Directors, if a non-membership or limited membership non-profit corporation. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed 5 years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolution or resolutions passed by a lawful quorum of the whole board, designate one or more communities which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall have and may exercise those powers so designated in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the corporation, and may have the power to authorize the Seal of the corporation to be fixed to all papers, documents or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers of the corporation as the Bylaws may specify, who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Directors is authorized to make, adopt, alter or repeal the Bylaws of this corporation, or any article therein, provided such authority and power is not vested and reserved to members of the corporation, if applicable. The names and addresses of the persons who are appointed to serve as directors of this corporation until the First Annual Meeting of the Board of Directors, or until their successors are elected and qualified, are:

JUDY ALEXANDER 1620 MAIN STREET SUITE 7
(Name) (Address)
SARASOTA, FLORIDA 34236
(City/State/Zip Code)

JIM BENEDICK 1620 MAIN STREET SUITE 8
(Name) (Address)
SARASOTA, FLORIDA 34236
(City/State/Zip Code)

VAUGHN SMITH
(Name)

1301 MAIN STREET
(Address)

SARASOTA FLORIDA 34236
(City/State/Zip Code)

BARRY ALEXANDER
(Name)

1355 WESTWAY DRIVE
(Address)

SARASOTA FLORIDA 34236
(City/State/Zip Code)

KIM L SMITH
(Name)

1751 HAWTHORNE STREET
(Address)

SARASOTA FLORIDA 34239
(City/State/Zip Code)

ARTICLE VII

LIMITATIONS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISSOLUTION: In the event of a dissolution of this corporation, any assets remaining after payment to creditors shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

PRIVATE PROPERTY: The private property of the directors, members (if any), officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or have been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.

ARTICLE XI

DIRECTOR'S LIABILITY: No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely: (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'

ARTICLE XII

ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

ARTICLE XIII

DURATION The existence of this corporation shall be perpetual unless sooner terminated as provided for by law

ARTICLE XIV

NON-MEMBERSHIP PROVISIONS: The corporation shall not be a membership corporation with members, unless, by a two-thirds vote of the Board of Directors, these Articles of Incorporation are so amended to change this corporation from a non-membership to a membership corporation with members.

ARTICLE XV

FISCAL YEAR: The fiscal year of the corporation shall end on 12/31, of each year

ARTICLE XVI

STATUTORY(RESIDENT)(REGISTERED) AGENT. The name and address of the initial Statutory(Resident)(Registered) Agent of this corporation is: JUDY ALEXANDER

IN WITNESS WHEREOF, I(WE) have set my(our) hand(s) this 1 day of JULY, 19 96

Judy D. Alexander
Incorporator

Incorporator

Incorporator

ACKNOWLEDGMENT

State of FLORIDA)

County of SARASOTA) "

On this 1 day of JULY, 1996, before me, the undersigned, a Notary Public in and for the County of SARASOTA, State of FLORIDA, personally appeared JUDY ALEXANDER

known to me to be the person(s) whose name(s) is(are) subscribed to the foregoing ARTICLES OF INCORPORATION, and acknowledge to me that he(she)(they) executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

MY COMMISSION EXPIRES _____

[Signature]
Notary Public

OFFICIAL NOTARY SEAL
CARA L GRAHAM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC305784
MY COMMISSION EXP. SEPT 2, 1997

CONSENT
OF
STATUTORY (REGISTERED) AGENT
for

FILED
95 AUG 13 11:12:58
TALLahassee FLORIDA

Individual Corporation

(Check applicable box and complete)

Individual: I, _____, the undersigned,
whose address is _____

Corporation: I, JUDY ALEXANDER the PRESIDENT of
ARTWORKS OF SARASOTA, INC.

a(n) FLORIDA Corporation, whose principal address in this State is 1355
WESTWAY DRIVE, SARASOTA, FLORIDA 34236-1122

having been appointed to act as Statutory (Registered)(Resident) Agent for ARTWORKS
OF SARASOTA, INC. a(n) FLORIDA

Corporation, by these presents, hereby consent to act in that capacity until removal or resignation is submitted in
accordance with the laws of the State of FLORIDA

Dated: JULY 1, 1996

Signature (Individual Agent)

ARTWORKS OF SARASOTA
(Name of Corporation, if Corporate Agent)

By: Judy Alexander
Signature of authorized officer

P.O. Box 3805
Address

SARASOTA, FLORIDA 34230-3805
City/State/Zip Code

Note: This Form may only be required if the Statutory (Registered) Agent is not one of the Incorporators