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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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October 11, 1996

TRANSMITTAL LETTER

Department of State
Division of Corporations - Non-profit
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: World Percussion Festival - Fort Lauderdale, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles, to me at the above address.

Mr. Watson's check dated October 11th, for \$122.50 is enclosed. This represents payment for:

Filing Articles:	\$35.00
Reg Agent:	\$35.00
Certified Copy:	\$52.50
TOTAL	\$122.50

HARRIS J. HEYMAN, Esq.

Encl: Articles
Designation
Check

HH/na

Harris Heyman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VIII
DATE 10/30/96
DOC EXAM. OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

WORLD PERCUSSION FESTIVAL - FORT LAUDERDALE, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is World Percussion Festival - Fort Lauderdale, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are:

World Percussion Festival - Fort Lauderdale
Attn: Gary Mayone, Executive Director
2924 NW 48th Street
Fort Lauderdale, Florida 33309

ARTICLE III. CORPORATE PURPOSES.

The purpose of this corporation is to organize and present musical affairs to as wide a public audience as possible, and for such other charitable, religious, educational, scientific, cultural and literary purposes as may qualify under Chapter 617 of the Florida Statutes and Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to other such organizations.

ARTICLE IV. DIRECTORS.

The affairs of this organization shall be directed by a Board of Directors. The initial Board shall consist of the following three (3) individuals:

- * Gary Mayone, 2924 NW 48th Street, Fort Lauderdale, Florida 33309
- * Jennifer Tong, 1275 SW 46th Avenue #903, Pompano Beach, Florida 33069
- * Richard Bradshaw Watson, 340 NE 170th Street, Suite 101, Miami, Florida 33162

The Directors shall adopt By-laws for the governance of the corporation within ninety (90) days of filing these Articles. Such By-laws shall provide for the succession, election, and term of subsequent boards, and may provide for any greater number of directors. The Directors shall be appointed from the community at large, and shall consist of persons who have demonstrated an interest in the above stated purposes of the corporation.

ARTICLE V. LIMITS OF CORPORATE POWERS.

Activities of this corporation shall be limited to those charitable, religious, educational, scientific, cultural and literary activities permitted to (a) a corporation exempt from federal income tax under section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code, or (1) a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue code, or the corresponding section of any future federal tax code, and it shall be operated as a public charity as described in Section 509(a)(1) of the United States Internal Revenue Code, or the corresponding sections of any future federal tax code.

ARTICLE VI. PROHIBITION AGAINST PRIVATE BENEFIT.

No part of the net income of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except as reasonable compensation for services rendered, and as payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VII. PROHIBITION AGAINST POLITICAL ACTIVITY.

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 campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII. DISSOLUTION.

Upon dissolution of the corporation, all assets shall be distributed to such organizations, for such exempt purposes, which qualify at the time of such distribution, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

Richard-Bradshaw Watson
340 NE 170th St.
Miami, Florida 33162

ARTICLE IX. INCORPORATORS.

The names and street addresses of the incorporators of these articles of incorporation are:

- * Gary Mayone, 2924 NW 48th Street, Fort Lauderdale, Florida 33309
- * Jennifer Tong, 1275 SW 46th Avenue #903, Pompano Beach, Florida 33069
- * Richard Bradshaw Watson, 340 NE 170th Street, Suite 101, Miami, Florida 33162

The undersigned incorporator has executed these articles of incorporation on October 11th, 1996.



Richard Bradshaw Watson

LIMITED POWER OF ATTORNEY

GRANT

I, Brad Watson, incorporator and proposed President of the World Percussion Festival - Fort Lauderdale, Inc., do hereby appoint Harris J. Heyman, Attorney at Law, 1110 Brickell Avenue, Suite 407, Miami, Florida, as Attorney in Fact, and grant to him Power of Attorney to perform all necessary and convenient acts, and to execute such documents as may be necessary or convenient to incorporate the organization as a non-profit corporation in Florida, and to seek recognition as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Brad Watson 10/11/96
Brad Watson (date)

ACCEPTANCE

I, Harris J. Heyman, do hereby accept this assignment.

Harris J. Heyman 10-11-96
Harris J. Heyman (date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is World Percussion Festival - Fort Lauderdale, Inc.
2. The name of the registered agent is Richard Bradshaw Watson.
3. The address of the registered agent is 340 NE 170th Street, Miami, Florida 33162.

Richard Bradshaw Watson 10/11/96
Richard Bradshaw Watson, for the corporation (date)

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard Bradshaw Watson 10/11/96
Richard Bradshaw Watson (date)