

COUNTRYMAN & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

N96000006333

December 4, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/06/96--01007--012
****122.50 ****122.50

Dear Sir \ Madam:

Enclosed please find a check for \$ 122.50 for filing fees and certified copies. Also please find two copies of the Articles of Incorporation for Matrix Independent Color Guard, Inc.

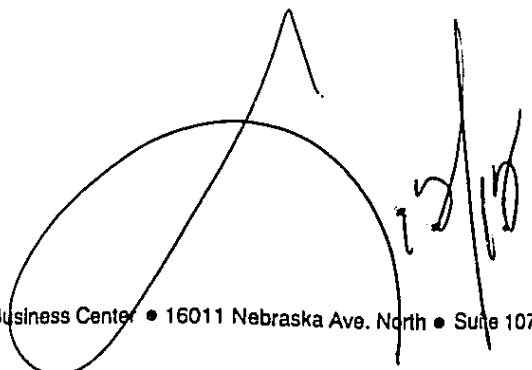
Sincerely,


John A. Countryman, CPA

FILED
96 DEC 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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496-25666





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

COUNTRYMAN & ASSOCIATES P.A.
% JOHN A. COUNTRYMAN
16011 NEBRASKA AVE NORTH SUITE 107
LUTZ, FL 33549

SUBJECT: MATRIX INDEPENDENT COLOR GUARD, INC.
Ref. Number: W96000025666

We have received your document for MATRIX INDEPENDENT COLOR GUARD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 496A00054860

COUNTRYMAN & ASSOCIATES, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

December 11, 1996

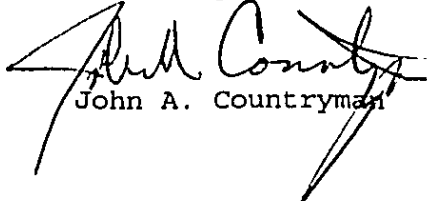
Ms. Loria Poole
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Matrix Independent Color Guard, Inc.

Dear Ms. Poole:

I called your office today, and was advised to return the articles with a note that I think that it does make the reference that you need. I hope that it is correct. Thank you for your help in this matter.

Sincerely,



John A. Countryman

ARTICLES OF INCORPORATION
OF

Matrix Independent Color Guard, Inc.
A Florida Non-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I

Corporate Name

The name of this corporation is Matrix Independent Color Guard, Inc.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

This is a non-profit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

The purpose is to further education and awareness in the performing arts. This is to be accomplished by forming and maintaining a working color guard to compete in the FFCC (Florida Federation Colorguard Circuit) in Florida and at other competitions as might be determined from time to time.

Other exhibitions, competitions or activities might be engaged in that would serve to enlighten the community and build public awareness and interest in these programs.

ARTICLE IV

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors, number and make-up of members to be specified in the By-Laws.

Board of Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term to be specified in the By-Laws. Annual meetings shall be held at a time and place to be specified in the By-Laws.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Executive Board without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 furtherance of the purposes set forth on Article III hereof.

B. No activities of the corporation shall be involved in attempting to influence legislation, or any political campaign on behalf of any candidate for public office.

ARTICLE VI

Prohibited Activities

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of the assets of the corporation to such organization or organizations organized and operating exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 502(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE IX

Incorporator

The name and address of the Subscriber of this corporation is as follows:

John A. Countryman	16011 Nebraska Avenue North
	Suite 107
	Lutz, FL 33549

ARTICLE X

Amendment

Amendments of the Articles of Incorporation may be proposed by a resolution adapted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XI

Bylaws

Bylaws of the Corporation may be adopted, altered or rescinded by a resolution of the Board of Directors and approved by the members of the corporation.

ARTICLE XII

Principal Office and Registered Agent

The initial principal office of this corporation shall be, 16011 Nebraska Avenue North, Suite 107, Lutz, Florida 33549 and the initial registered agent is John A. Countryman, 16011 Nebraska Avenue North, Suite 107, Lutz, Florida 33549. The Executive Board may from time to time move the registered office to any other address.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming the non-profit corporation under the laws of the State of Florida have executed these Articles of Incorporation this 04 day of December, 1996.

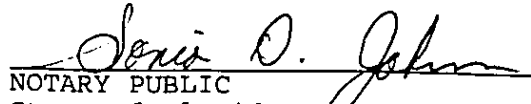

JOHN A. COUNTRYMAN, Incorporator

STATE OF FLORIDA

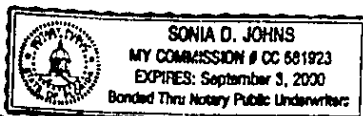
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN A. COUNTRYMAN, known to me to be the person who executed the foregoing and he has acknowledged to me that he executed these Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on the 4th day of December, 1996.

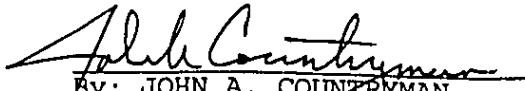

NOTARY PUBLIC
State of Florida at Large

My commission expires:



A C C E P T A N C E

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.


By: JOHN A. COUNTRYMAN
Dated: 12-4-96

FILED
96 DEC 12 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA