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January 13, 1998

*BOARD CERTIFIED IN TAXATION

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-01/16/98--01077--002
****122.50 ****122.50

Re: The Friends of Music of Brevard, Inc.

Gentlemen:

Enclosed herewith please find Articles of Incorporation of the above-referenced corporation. I also enclose check no. 2069 in the amount of \$122.50 to cover the cost of filing the Articles and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER

Dale A. Dettmer
Dale A. Dettmer

DAD:sc
Enc.

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98 JAN 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE FRIENDS OF MUSIC OF BREVARD, INC.

Pursuant to the provisions of Section 617.0202 of the Florida not-for-profit Corporation Act, the undersigned corporation adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this corporation shall be THE FRIENDS OF MUSIC OF BREVARD, INC. Its principal place of business shall be located at 111 E. Hibiscus Boulevard, Melbourne, Florida 32903.

ARTICLE II
Purpose

This corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

ARTICLE III
Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE IV
Initial Board of Directors and Members

The initial Members and Board of Directors of the corporation shall consist of not less than three (3) nor more than ten (10) directors. The manner in which the Directors are to be elected or appointed and the number of directors of the corporation shall be specified, from time to time, by the Bylaws, provided, however, that the number of directors shall never be less than three (3). The names and street addresses of the initial directors of this

corporation are:

Petra Schneider
616 Hawksbill Island Dr.
Satellite Beach, FL 32937

Alice Kundrat
4061 Janewood Lane
Melbourne, FL 32934

Charles Hicks
195 Lynn Avenue
Melbourne, FL 32935

Gloria Schreiber
664 Spring Lake
Melbourne, FL 32940

June Schwarz
350 Bardmoor Lane
Melbourne, FL 32940

Barbara Jarowski
884 Spanish Wells Drive
Melbourne, FL 32940

Sandy Ganio
963 Whisperpine Drive
Melbourne, FL 32901

Marshall Cantrell
3251 Villa Espana Tr
Melbourne, FL 32935

Denette Schweikert
651 Loggerhead Island Dr.
Satellite Beach, FL 32937

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 111 E. Hibiscus Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is Petra D. Schneider.

ARTICLE VI

Incorporator

The name and street address of the person signing these articles of incorporation as incorporator are:

Petra Schneider
111 E. Hibiscus Boulevard
Melbourne, FL 32903

ARTICLE VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII

Amendment

This corporation reserves the right to amend or repeal any

provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE IX
Restrictions and Interpretation

Section 1. This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Further, this corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, nor retain any excess business holdings as defined in Section 4943(c) of the Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Code, nor make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 2. 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 in Article III hereof.

Section 3. 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 any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the corporation shall 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

Section 5. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Code as now in force or hereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of this corporation.

ARTICLE X
Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation 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 the circuit court 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 one or more of the purposes of the corporation.

IN WITNESS WHEREOF, the undersigned, does subscribe and acknowledge these Articles of Incorporation and accordingly has hereunto set his hand and seal this 31st day of December, 1997.

Petra R. Schneider
PETRA SCHNEIDER, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

31st The foregoing instrument was acknowledged before me this December, 1997, PETRA SCHNEIDER. She is personally known to me or has produced personally known as identification.

Lisa Marie Edwards
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 617.0501 and 607.0505, Florida
Statutes, the following is submitted:

THE FRIENDS OF MUSIC OF BREVARD, INC. (the "Corporation")
desiring to organize as a domestic corporation or qualify under the
laws of the State of Florida with its principal place of business
at: 111 E. Hibiscus Boulevard, Melbourne, Florida 32901 has named
and designated: PETRA SCHNEIDER, with its registered office
located at 111 E. Hibiscus Boulevard, Melbourne, Florida 32901 as
its Registered Agent to accept service of process within the State
of Florida.

ACKNOWLEDGMENT

Having been named as a Registered Agent for THE FRIENDS OF
MUSIC OF BREVARD, INC. at the place designated in this Certificate,
I hereby agree to act in this capacity; and I am familiar with and
accept the obligations of Section 607.0505, Florida Statutes, as the
same may apply to the Corporation; and I further agree to comply
with the provisions of Florida Statutes, Section 48.091 and all
other statutes, all as the same may apply to the Corporation
relating to the proper and complete performance of my duties as
Registered Agent.

Dated this 31st day of December, 1997.


Petra Schneider
Registered Agent

FILED
98 JAN 16 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA