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REPLY TO CLEARWATER OFFICE ONLY:

March 9, 1998

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

EFFECTIVE DATE
3-10-98

Re: *ONE-ELEVEN MAIN STREET CORP.,
A Florida Corporation Not For Profit*

Dear Sir or Madam:

Enclosed please find the original Articles Of Incorporation and a copy thereof for the above-referenced business concern, together with this firm's check in the amount of \$122.50 for the required filing fees. Please file the subject Articles Of Incorporation, and send the stamped copy and your letter of confirmation back to us once the same is filed.

If you have any questions in these matters, please do not hesitate to call the undersigned attorney. Thank you for your assistance herein.

Sincerely,


L. Cregg McKinney

Encl.
LCM/lcm

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FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF
ONE-ELEVEN MAIN STREET CORP.**

A FLORIDA CORPORATION NOT FOR PROFIT

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TALLAHASSEE, FLORIDA

Article I. CORPORATE NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation is **ONE-ELEVEN MAIN STREET CORP.**, and the mailing address and location of the corporation's principal office is **1113 Ohio Avenue, No. 204, Dunedin, Florida 34698.**

EFFECTIVE DATE
3-10-98

Article II. DURATION

The duration of this corporation is perpetual, with the corporate existence to commence effective on **March 10, 1998.**

Article III. STATEMENT OF CORPORATE NATURE

This is a corporation not for profit organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act, Florida Statutes sections 617.001-617.2101.

Article IV. MISSION AND PURPOSES

The organization shall plan and implement comprehensive, coordinated programs on an ongoing basis which are aimed at providing financial support and other resources to qualified applicants making the transition to full-time self-employment in music or in any of the fine arts. The general purposes for which this corporation is formed are to operate exclusively for such, charitable, social and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, including, for such purposes the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE V. DEDICATION OF ASSETS

ARTICLE VI. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. Any person or entity paying dues or fees as provided for in the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in the corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE VII. NAME AND LOCATION OF INITIAL REGISTERED AGENT

The street address of the initial registered agent of the corporation is in the County of Pinellas: **1113 Ohio Avenue, No. 204, Dunedin, Florida 34698.**

The name of the initial registered agent at the aforesaid address is: **Laura Long.**

ARTICLE VIII. INITIAL DIRECTORS

There shall be five (5) directors constituting the initial board of directors or trustees, and directors shall be elected or appointed in accordance with the bylaws. The name and address of each person who is to serve as an initial director or trustee is :

1. **Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698**
2. **Chuck Didriksen, 1121 McFarland Street, Dundein, Florida 34698**
3. **Paul Anderson, 3144 Chatwin Avenue, Long Beach, California 90888**
4. **Amy Milchanowski, 1361 Ohio Avenue, Dunedin, Florida 34698**
5. **L. Cregg McKinney, 2594 Anderson Drive West, Clearwater, Florida 33761**

ARTICLE IX. INCORPORATOR

The name and address of the incorporator of this corporation is:

Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698

ARTICLE X. MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors or trustees. The number of directors of the corporation shall not be less than five (5); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The board of directors shall designate the time and place of the first meeting of members and shall elect such officers as it deems appropriate for the management of the affairs of

this corporation. Until such election is held, the following persons shall serve as corporate officers:

President:

Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698

Vice President:

Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698

Secretary:

Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698

Treasurer:

Laura Long, 1113 Ohio Avenue, No. 204, Dunedin, Florida 34698

ARTICLE XL DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

I, the undersigned incorporator of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of the state of Florida have executed these articles of incorporation on this 9th day of March, 1998.


LAURA LONG, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

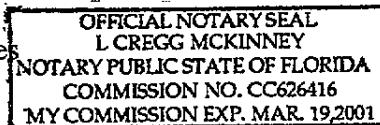
BEFORE ME, the undersigned authority, this day personally appeared **LAURA LONG**, who, first being duly sworn deposes and states that he is the above-named Incorporator and that she executed the foregoing for the purposes therein expressed. Affiant is personally known to me.

Dated this 9 day of March, 1998.


NOTARY PUBLIC, State of Florida

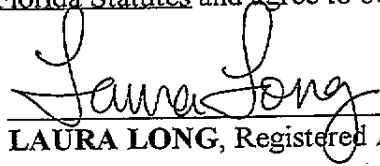
Name Printed:

My Commission Expires



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE
ARTICLES OF INCORPORATION

I, **LAURA LONG**, having been duly designated as the initial registered agent in the above and the foregoing article, am familiar with and accept the obligations of the position of registered agent under Chapter 617, Florida Statutes and agree to be bound by the same.



LAURA LONG, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA