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June 2, 1998

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

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-06/04/98-01034-013
****122.50 ****122.50

RE: Great Arts Society, Inc.

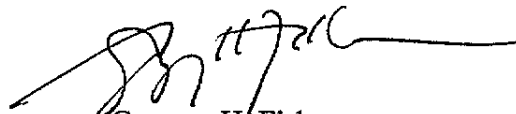
Gentlemen:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Articles of Incorporation of Custom Bodies, Inc.
Check in the amount of \$122.50;

If satisfactory, please furnish this office with one certified copy of the Articles of Incorporation. Thank you for your assistance in this matter.

Sincerely,



Gregory H. Fisher

GHF:ah
Enclosures
sos0602.ltr

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TALLAHASSEE, FLORIDA

9/10-5-98

ARTICLES OF INCORPORATION
OF
GREAT ARTS SOCIETY, INC.

ARTICLE I

NAME

The name of this corporation is GREAT ARTS SOCIETY, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The general nature of the objects and purposes of this corporation shall be that of a non-profit, non-partisan, and non-sectarian organization concerned with popularizing the performing arts by explaining our vast multi-cultural heritage and creating new avenues of expression relevant to contemporary life.. The corporation shall be entitled to perform all acts relating to the achievement of the aforesaid objects and purposes shall have all of those powers permitted under the provisions of Florida Statute Section 617, the terms of which are incorporated herein by reference.

The purpose for which the corporation is organized are exclusive religious, charitable, scientific, literary and educational within the meaning of section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities permitted to be carried on by an organization exempt from Federal income tax under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

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payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

ADDRESS

The initial registered office and the physical address of said non-profit corporation is 4629 12th Avenue North, St. Petersburg, Florida 33713.

ARTICLE VI

DIRECTORS AND OFFICERS

The number of directors of the corporation shall be four in number which may be increased or decreased by vote of the shareholders but shall never be less than three nor more than ten. The name and address of each person who is to serve as a member of the Board of Directors and as an officer is as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

Director/President:	William Weiss
Director/Secretary/Treasurer	Francine Yench
Director/Vice President	Michael Shevtsov-Pronsky
Director	Judith Joseph

ARTICLE VII

SUBSCRIBERS

The names and address of the subscriber of this corporation is as follows:

William Weiss
4629 12th Avenue North
St. Petersburg, Florida 33713

ARTICLE VIII

DISSOLUTION

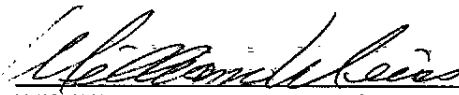
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IX

BY-LAWS

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 2 day of June, A.D., 1998.


WILLIAM WEISS

STATE OF FLORIDA
COUNTY OF PINELLAS

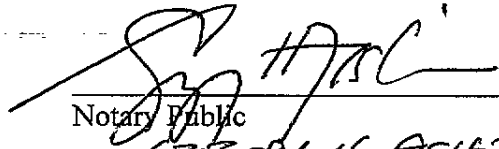
The foregoing instrument was acknowledged before me this 2 day of June, 1998, by William Weiss, who is personally known to me or who produced the following type of identification: FLA D/C.

My Commission Expires:

My Commission Expires:



Gregory H. Fisher
MY COMMISSION # CG658457 EXPIRES
August 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

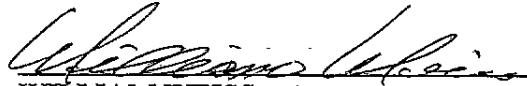

Notary Public

GREGORY H. FISHER
Notary Public Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

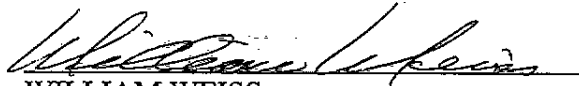
In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That GREAT ARTS SOCIETY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida has named William Weiss, 4629 12th Avenue North, St. Petersburg, Florida 33713, as its agent to accept process within this state.


WILLIAM WEISS

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM WEISS

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