ACCOUNT NO. : 072100000032

REFERENCE: 905575 9628A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 27, 1998

ORDER TIME : 1:59 PM

ORDER NO. : 905575-005

CUSTOMER NO: 9628A

THE UNITED STATES **CORPORATION**

CUSTOMER: Lori Wellbaum Wolff, Esq 7000

WELLBAUM & MCLENNON

Suite B

1160 South Mccall Road Englewood, FL 34223

DOMESTIC FILING

NAME: PORTIA PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS

98 JUL 27 PM 3:08

ARTICLES OF INCORPORATION

OF

PORTIA PRODUCTIONS, INC.

The undersigned subscriber hereby forms a corporation not for profit under and by virtue of the laws of the State of Florida, and under the following charter:

Article I - Name

The name of this corporation is PORTIA PRODUCTIONS, INC. and said corporation shall be located at 403 Peppertree, Venice, FL 34293.

Article II

The purpose for which the corporation is organized is to enrich the community on a literary and educational basis by professionally producing both original and previously written musical plays, operettas and reviews for the enjoyment of the public on a non-profit basis within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE III

The membership of this corporation shall be determined by the By Laws.

ARTICLE IV

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V

The name and address of the subscriber hereto is as follows:

Patricia Draper Wood 6560 Manasota Key Road Englewood, Florida 34223

ARTICLE VI

The affairs of this corporation shall be managed by the Board of Directors and its elected officers. The Board of Directors shall consist of no less than four members and may be increased in accordance with the By-Laws. The Directors and officers shall be elected in the manner and at times as provided for in the By-Laws.

Article VII

The names and addresses of the officers who shall serve until the first election of officers under these Articles of Incorporation are as follows:

Patricia Draper Wood 6560 Manasota Key Road Englewood, Florida 34223

Jules Cooper 1911 Vista Bay Drive, #414 Indian Shores, Florida 33785 Norman Morrison 15 Pinehurst Place Rotonda West, Florida 33947

Lee Linkous 403 Peppertree Road Venice, Florida 34223

.

Article VIII

The names and addresses of the Directors who shall serve until the first election of Directors under these Articles of Incorporation are as follows:

Patricia Draper Wood 6560 Manasota Key Road Englewood, Florida 34223 Norman Morrison 15 Pinehurst Place Rotonda West, Florida 33947 Jules Cooper 1911 Vista Bay Drive, #414 Indian Shores, Florida 33785 Lee Linkous 403 Peppertree Road Venice, Florida 34223

Article IX

No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation.

 \mathbf{x}

- A. The address of the Corporation's initial registered agents office is 403 Peppertree, Venice, FL 34293.
- B. The name of this corporations's initial registered agent at the above address is Lee Linkous.

IN WITNESS WHEREOF, the undersigned, constituting the subscriber of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation, this _________, 1998.

Patricia Draper Wood

STATE OF Colorado) COUNTY OF LARIMEN)	
The foregoing instrument 23pD day of Suly, 1998,	was acknowledged before me this by PATRICIA DRAPER WOOD
[X] who is personally known to m	ne; or
[] who has provided	as identification.
TERESA TERESA	Jeun Oscitt Signature of Notary State of Colorado
POLLITT /	State of ColoRADO
OF COLUMN	MY COMMISSION EXPIRES MARCH 8, 2000

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is:

 PORTIA PRODUCTIONS, INC.
- 2. The name and address of the registered agent and office is:

Lee Linkous 403 Peppertree Road Venice, Florida 34293

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



DIVISION OF CORPORATIONS

98 JUL 27 PM 3: 00