

HANSON, PERRY & JENSEN, P.A.

105 SOUTH NARCISSUS AVENUE, SUITE 510
WEST PALM BEACH, FLORIDA 33401

JILL HANSON*
ANN H. PERRY
BONNI SPATARA JENSEN



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383 N. ATLANTIC AVENUE, SUITE 107
COCOA BEACH, FL 32931

REPLY TO: WEST PALM BEACH ADDRESS

*ALSO ADMITTED IN N.Y.

N98000005305

September 1, 1998

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

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***122.50 ***122.50

SUBJECT: Stage Paymasters II, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Not for Profit Corporation.

A check for \$122.50 is enclosed. This represents payment for: a certificate of status and a certified copy of these articles. Please forward same to my attention at the address above.

Thank you for your assistance.

Yours very truly,

Jill Hanson
Jill Hanson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 4:15

Copy to: Client

ARTICLES OF INCORPORATION OF
STAGE PAYMASTERS II, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 4:15

ARTICLE I. NAME

The name of the corporation is:

STAGE PAYMASTERS II, INC.

ARTICLE II - ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation shall be 7663 15th St., North, Palm Beach Gardens, Florida 33418, and the mailing address shall be Stage Paymasters II, Inc., c/o 7663 15th St., North, Palm Beach Gardens, Florida 33418.

ARTICLE III. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IV. PURPOSES

The corporation is organized for such philanthropic purposes as are described under Section 501(c) of the Internal Revenue Code, (or the corresponding provision of any future United States internal revenue law), as well as the making of distributions to organizations exempt under Section 501(c), of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE V. DURATION

The corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time. The initial Directors shall be:

Richard Howarth

John LeBlanc

Stephen Ford

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

ARTICLE VII. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 IV hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. 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.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 7663 15th St., North, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of this corporation is John LeBlanc.

ARTICLE IX. MEMBERS

Section 1. Members. The corporation shall have members distinct from the board of directors. The qualifications of the members of the corporation, the manner of their admission, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the by-laws.

ARTICLE X. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt Nonprofit corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by

an entity exempt from federal income tax under the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article IV hereof in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors

shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article IV herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under Section 501, as said court shall determine.

ARTICLE XII. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall; (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its

income for each taxable year for the purposes specified in Article III herein at such time in such manner and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article XII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue laws.

ARTICLE XIII. MISCELLANEOUS

Section 1. Amendment. These Articles may be amended by a two-thirds majority vote of the directors then in office.

Section 2. Date. These Articles of Incorporation were

authorized and adopted by the Board of Directors as of the day
of September, 1998.

Section 3. Director Vote. A two-thirds majority vote of the
Board of Directors then in office is required in order to Amend
these Articles of Incorporation. The Corporation has members under
its Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officers of the
Corporation of executed these Articles of Incorporation pursuant to
Section 617.0202 of the Florida Not for Profit Corporation Law on
the 2d day of September, 1998.

By: Richard Howarth
STAGE PAYMASTERS II, INC.
Richard Howarth, President

Address: 182 ORANGE DRIVE
BOYNTON BEACH, FL. 33436

Attest: John LeBlanc
John LeBlanc, Secretary

Address: 7663 165TH ST. NO.
P.B. GARDENS, FL. 33418

[Corporate Seal]

THIS DOCUMENT PREPARED BY:
Mary Jill Hanson, Esquire
HANSON, PERRY & JENSEN, P.A.
105 South Narcissus Avenue, Suite 510
West Palm Beach, Florida 33401
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 2d day of September 1998.

John LeBlanc

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

Subscribed and sworn before me by John LeBlanc,
who is personally known to me, or who produced _____
as identification.

this the 2d day of September 1998,

Mary Jill Hanson
Notary Public, State of Florida
At Large.

My Commission Expires:



Mary Jill Hanson
My Commission CC586912
Expires Oct. 25, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 11 PM 4:16

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

In compliance with Sections 48.091 and 617.0501, Florida
Statutes, the following is submitted:

FIRST that Stage Paymasters II, Inc., desiring to organize
or qualify under the laws of the State of Florida, has named John
LeBlanc located at 7663 15th St., North, Palm Beach Gardens,
Florida 33418, as its agent to accept service of process within
Florida.

Dated: 2 September

Having been named to accept service of process for the
above-named corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.

John LeBlanc
Registered Agent

STATE OF FLORIDA)

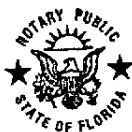
COUNTY OF PALM BEACH)

SS:

Subscribed and sworn before me by John LeBlanc
who is personally known to me, or who produced
as identification, on this the 2 day of September, 1998.

Mary Jill Hanson
Notary Public, State of Florida
At Large.

My Commission Expires:



Mary Jill Hanson
My Commission CC586912
Expires Oct. 25, 2000