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LAW OFFICES OF
RICHARD D. GREEN

Richard D. Green, Esq.
John G. Locknick, Esq.

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(727) 461-2481
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January 28, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/08/99--01115--007
*****78.75 *****78.75

Re: Destination Star, Inc.

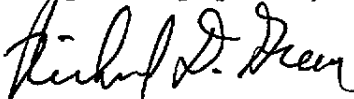
Dear Sirs:

Enclosed are the following items for filing the above mentioned Corporation:

1. One (1) original and one (1) copy of Articles of Incorporation of Destination Star, Inc.
2. A check for filing fees and a certified copy in the amount of \$ 78.75.
3. A return envelope.

Thank you for your assistance in this matter.

Very truly yours,



RICHARD D. GREEN

RDG:hdm

FILED
99 FEB -8 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 01 1999

Articles of Incorporation
of
DESTINATION STAR, INC.

FILED
99 FEB - 8 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this Corporation is DESTINATION STAR, INC.

The principal office of this Corporation is 34080 U.S. 19N,
Palm Harbor, Florida 34684.

The mailing address of this Corporation is 34080 U.S. 19N,
Palm Harbor, Florida 34684.

Article II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

Article III
DURATION

The term of existence of the Corporation is perpetual.

Article IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is formed are:

A. For the advancement of charity, education and any other related or corresponding charitable purposes.

B. To provide training and support for a Touring and Competition Performing Arts Team.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any

subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

Article V MEMBERS OF CORPORATION

The members of the Corporation shall be the members of the Board of Directors. The Board of Directors shall elect the successor Board of Directors at an Annual Meeting and may fill vacancies between Annual Meetings as provided by the bylaws. Except as otherwise provided by Florida law, each member shall be entitled to one vote.

Article VI MANAGEMENT OF CORPORATE AFFAIRS

A. *Board of Directors.* The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of Directors of the Corporation shall be five (5), provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

The Directors named herein as the first Board of Directors shall hold office for a term of one (1) year, until the first Annual Meeting of the Board of Directors.

Directors elected at the first Annual Meeting, and at all times thereafter, shall serve for a term of one (1) year, until the Annual Meeting of members following the election of Directors and until the qualification of the successors in office. Annual Meetings shall be held at 8:00 p.m. on February 15 of each year at 34080 U.S. 19N, Palm Harbor, Florida 34684 or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of

Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Jennifer Deckelman, 3223 Harvest Moon Dr., Palm Harbor, FL 34683
Sandra Witt, 4221 Eagle Watch Blvd., Palm Harbor, FL 34685
Leigh Ann Hawley, 2355 Moorehaven W, Clearwater, FL 33763
Sandra M. Faulkner, 1850 Stable Trl., Palm Harbor, FL 34685
Connie J. Sachse, 445 Lakeview Dr., Palm Harbor, FL 34683

B. *Corporate Officers.* The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first Annual Meeting of the Board of Directors. Until such election is held, the following persons shall serve as Corporate officers:

President:	Connie J. Sachse
Vice President:	Jennifer Deckelman
Treasurer:	Sandra Witt
Secretary:	Leigh Ann Hawley

Article VII EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 IV hereof.

B. 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 any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

C. 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 Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

D. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Article VIII DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt

organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

Article IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this Corporation are as follows:

Jennifer Deckelman, 3223 Harvest Moon Dr., Palm Harbor, FL 34683
Sandra Witt, 4221 Eagle Watch Blvd., Palm Harbor, FL 34685
Leigh Ann Hawley, 2355 Moorehaven West, Clearwater, FL 33763
Sandra M. Faulkner, 1850 Stable Trail, Palm Harbor, FL 34685
Connie J. Sachse, 445 Lakeview Dr., Palm Harbor, FL 34683

Article X AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded or added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

Article XI DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of

any director, officer or member thereof, or to the benefit of any private individual.

**Article XII
REGISTERED AGENT**

The name and address of the initial registered agent of this Corporation are:

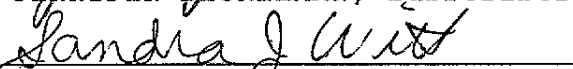
Richard D. Green, 1010 Drew Street, Clearwater, FL 33755


**Article XIII
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this Corporation.

We the undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 4th day of February, 1999.


JENNIFER DECKELMAN, Subscriber


SANDRA WITT, Subscriber


CONNIE J. SACHSE, Subscriber


LEIGH ANN HAWLEY, Subscriber


SANDRA M. FAULKNER, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared JENNIFER DECKELMAN, SANDRA WITT, CONNIE J. SACHSE, LEIGH ANN HAWLEY, and SANDRA M. FAULKNER, known to me or having produced the following identification driver licenses to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

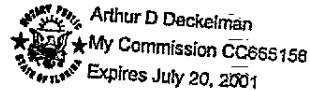
Dated this 4th day of February, 1999.

Arthur D. Deckelman

NOTARY PUBLIC

(print, type or stamp commissioned name of Notary Public)

My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF REVENUE

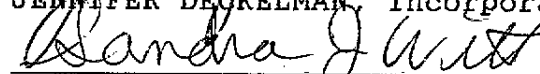
Certificate Designating Place of Business or Domicile
for the Service of Process Within This State
Naming Agent Upon Whom Process may be Served

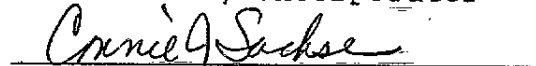
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99 FEB -80 PM 1:42
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida Statutes:


DESTINATION STAR, INC., a Corporation organized (or organizing) under the laws of the State of Florida with its principal office at 34080 U.S. 19N, Palm Harbor, Florida 34684. County of Pinellas, State of Florida, has named Richard D. Green, Esq. 1010 Drew Street, Clearwater, Florida, 33755, County of Pinellas, State of Florida, as its agent to accept service of process within this state.


JENNIFER DECKELMAN, Incorporator


SANDRA WITT, Incorporator


CONNIE J. SACHSE, Subscriber

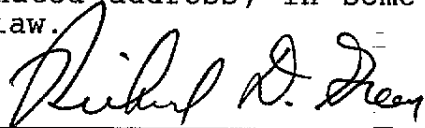

LEIGH ANN HAWLEY, Subscriber


SANDRA M. FAULKNER, Subscriber

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Filing Fee: \$35.00


Richard D. Green
Registered Agent