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TRANSMITTAL LETTER

00 APR 12 PM 3:01

STATE OF FLORIDA

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

SUBJECT: THE AMERICAN ACADEMY FOR THE ARTS, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM:
John T. Manhire
1133 Louisiana Avenue, Suite 200
Winter Park, FL 32789
(407) 539-1007

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ARTICLES OF INCORPORATION
OF
THE AMERICAN ACADEMY FOR THE ARTS, INC.

RECEIVED
00 APR 12 PM 3:01
NOTARIAL PUBLIC
STATE OF FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE.
NAME

The name of the corporation is THE AMERICAN ACADEMY FOR THE ARTS, INC.

ARTICLE TWO.
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789.

ARTICLE THREE.
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR.
PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the business of the corporation.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE.
CAPITALIZATION

The aggregate amount of the total authorized capital stock of this corporation is 1,000,000 shares of common stock which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment.

ARTICLE SIX.
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789, and the name of its initial registered agent at such address, is John T. Manhire.

ARTICLE SEVEN.
DIRECTOR

The number of directors constituting the corporation's initial board of directors is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
John T. Manhire	1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789

ARTICLE EIGHT.
INCORPORATOR

The name and address of each incorporator is:

Name	Address
John T. Manhire	1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789

Executed by the undersigned at on April 5, 2000.

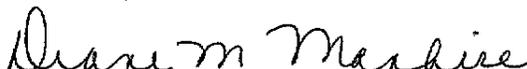


JOHN T. MANHIRE

STATE OF FLORIDA)
COUNTY OF ORANGE)

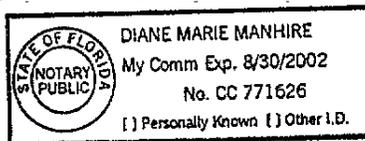
Before me, the undersigned authority, personally appeared John T. Manhire who acknowledged that he executed the above Articles of Incorporation for the purposes expressed in them on April 5, 2000.

[Seal]



Notary Public—State of Florida

My Commission Expires: 8-30-02



CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: THE AMERICAN ACADEMY FOR THE ARTS, INC.
2. Name and address of the registered agent and office:

JOHN T. MANHIRE
1133 LOUISIANA AVENUE, SUITE 200
WINTER PARK, FLORIDA 32789

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: 5 APRIL 00

Signature of Registered Agent: *John T. Manhire*
JOHN T. MANHIRE

00 APR 12 PM 3:02
STATE OF FLORIDA
SECRETARY OF STATE