

P010000 33918
Campbell, Kaspar & Young, P.A.

Certified Public Accountants

Lisa K. Campbell, CPA
John A. Kaspar, CPA
David A. Young, Jr., CPA

500 S.E. Fort King St. • Suite D
Ocala, Florida 34471
(352) 622-7871
Fax (352) 622-9545

March 23, 2001
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

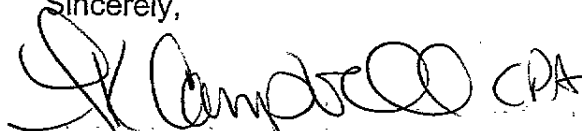
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Dear Sirs:

Please find enclosed two copies of the Articles of Incorporation for **The Florida Dance Theatre of Ocala, Inc.** and the filing fee in the amount of \$87.50. I would appreciate one copy be certified and returned to me at the above address.

If you have any questions, please feel free to contact me at (352) 622-7871. Thank you for your time.

Sincerely,

 CPA
Lisa K. Campbell, CPA

01 MAR 30 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

E. CHESTER

APR 4 2000

CERTIFICATE OF INCORPORATION
OF
THE FLORIDA DANCE THEATRE OF OCALA, INC.

01 MAR 30 AM 8:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, the above Corporation.

ARTICLE I

The name of this Corporation shall be The Florida Dance Theatre of Ocala, Inc. whose address is 185 NE 52nd Avenue, Ocala, FL 34470.

ARTICLE II

The specific nature of business of this Corporation is to develop talent and to educate and enlighten the audiences in performing arts. This Corporation shall enjoy all the rights and privileges of a Corporation granted by the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV

This Corporation is to have perpetual existence.

ARTICLE V

This Corporation shall have one (1) Director, initially. The number of Directors may be increased from time to time by the Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VI

This Corporation, and any or all of the stockholders of this Corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of the stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement; provided that before the actual transfer of such shares on the books of the Corporation, written notice of such agreement shall be given to this Corporation by filing a copy thereof with the secretary of the Corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the Bylaws of this Corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE VII

The name and address of the person making up the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the Bylaws, and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's business and existence, or until his successor is elected and has qualified is:

NAME

ADDRESS

Lisa H. Hamilton

185 NE 52ND Avenue
Ocala, FL 34471

ARTICLE VIII

The name and post office address of the subscriber to the Certificate of Incorporation is as follows: to-wit:

NAME

ADDRESS

Lisa H. Hamilton

185 NE 52ND Avenue
Ocala, FL 34471

ARTICLE IX

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

NAME

ADDRESS

Lisa K. Campbell, CPA

500 SE Fort King Street, Suite D
Ocala, FL 34471

ARTICLE X

The private property of the stockholders of the Corporation shall not be subject to the payment of the Corporation's debts to any extent whatever.

ARTICLE XI

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that he shall have been finally adjudged to be liable for gross negligence or malfeasance in the matter out of which the liability arises.

ARTICLE XII

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

A. To make, alter, amend and repeal the Bylaws of the Corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the Bylaws made by the Board of Directors.

B. To determine and fix the value of any property to be acquired by the Corporation and to issue and to pay in exchange therefore, stock of the Corporation; and the judgment of the directors in determining such value shall be conclusive.

C. To set apart out of any funds of the Corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

D. To determine from time to time whether and to what extent, and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of the books shall be open for inspection by the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred under the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

E. To provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XIII

If the Bylaws so provide, the stockholders and the Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The Corporation may, in its Bylaws, confer powers upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of directors need not be by ballot unless the Bylaws so provide.

Directors may, by resolution of the Board of Directors, be granted reasonable fees for their attendance at board meetings.

ARTICLE XIV

In case the Corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are stockholders, directors, or officers, such contracts or transactions shall not be invalidated or in any way affected by the fact that such a director or directors have or may have an interest therein which is or might be adverse to the interest of this company, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the Bylaws of the Corporation.


ARTICLE XV

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred therein upon stockholders, directors and officers are subject to this reserved power.

ARTICLE XVI

That desiring to organize under the laws of the State of Florida, The Florida Dance Theatre of Ocala, Inc. hereby designates 185 NE 52nd Avenue, Ocala, FL 34470 as its registered office, and agrees to maintain same at all times, and designates Lisa K. Campbell, CPA of 500 SE Fort King Street, Suite D, Ocala, FL 34471 as its Registered Agent, and as its Registered Agent to accept service of process within this State.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, do make, subscribe, and acknowledge this Certificate, and I have hereunto duly executed the foregoing Certificate of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.

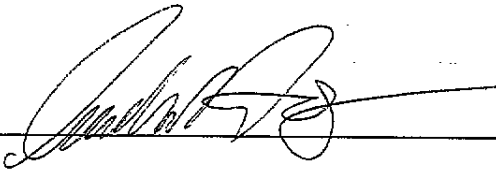


Lisa H. Hamilton

STATE OF FLORIDA)
) SS:
COUNTY OF MARION)

Lisa H. Hamilton, known to me to be the person making and subscribing the foregoing Certificate and Articles of Incorporation, personally appeared before me and acknowledged such to be his act and deed for the uses and purposes therein set forth and expresses.

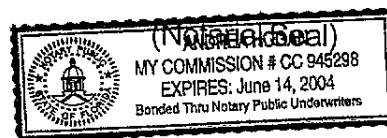
DATE: 3/28/01



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

6/14/04



Lisa K. Campbell, CPA, having been designated to act as Registered Agent for THE FLORIDA DANCE THEATRE OF OCALA, INC. hereby agrees to act in this capacity.

Dated: 3/28/01



Lisa K. Campbell, CPA

01 MAR 30 AM 8:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA