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July 14, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
97 JUL 16 PM 12:14
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

RE: South Florida Blues Foundation, Inc.

600002239326--2
-07/16/97--01050--016
****122.50 ****122.50

Dear Sirs:

Please file the enclosed Articles of Incorporation of *South Florida Blues Foundation, Inc.* and return a "stamped in" copy in the envelope provided. A check in the amount of \$122.50 is enclosed for your fee.

Thank you for your assistance and should you have any questions please do not hesitate to call.

Yours Truly,

Judy Brown
For: Ted P. Galatis, Jr.

TPGJR/jlb
Enclosures

F. G. Brown

JUL 17 1997

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA BLUES FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTH FLORIDA BLUES FOUNDATION, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other states, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The principal office and principal place of business is 2700 N. E. 51st Street, #109, Ft. Lauderdale, Florida 33308. The name and principal address of the initial registered agent of the corporation is Judith E. Prisk, 2700 N. E. 51st Street, #109, Ft. Lauderdale, Florida 33308.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation is:

Judith E. Prisk
2700 N. E. 51st Street
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned incorporator has hereunto
set her hand and seal on this 14 day of July, 1997.

Judith E. Prisk
JUDITH E. PRISK

STATE OF FLORIDA

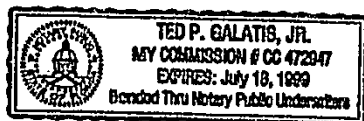
COUNTY OF BROWARD

The foregoing Articles of Incorporation for SOUTH FLORIDA
BLUES FOUNDATION, INC. was acknowledged before me on this 14 day
of July, 1997, by JUDITH E. PRISK, who is personally known to me
or who has produced NS DL # P7447-41865-58614 as identification and
did (did not) take an oath.

Ted P. Galatis, Jr.
TED P. GALATIS, JR.

Notary Public, State of Florida
Commission No. _____

(Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

SOUTH FLORIDA BLUES FOUNDATION, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business located in the City of Fort Lauderdale, State of
Florida, has named JUDITH E. PRISK, whose address is 2700 N. E.
51st Street, Fort Lauderdale, Florida 33308, as its agent to
accept service of process within Florida.

SOUTH FLORIDA BLUES FOUNDATION,
INC.

By: Judith E. Prisk
Judith E. Prisk, Incorporator

Date: June 14, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED PROFESSIONAL ASSOCIATION, 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

Judith E. Prisk
Judith E. Prisk
Registered/Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA