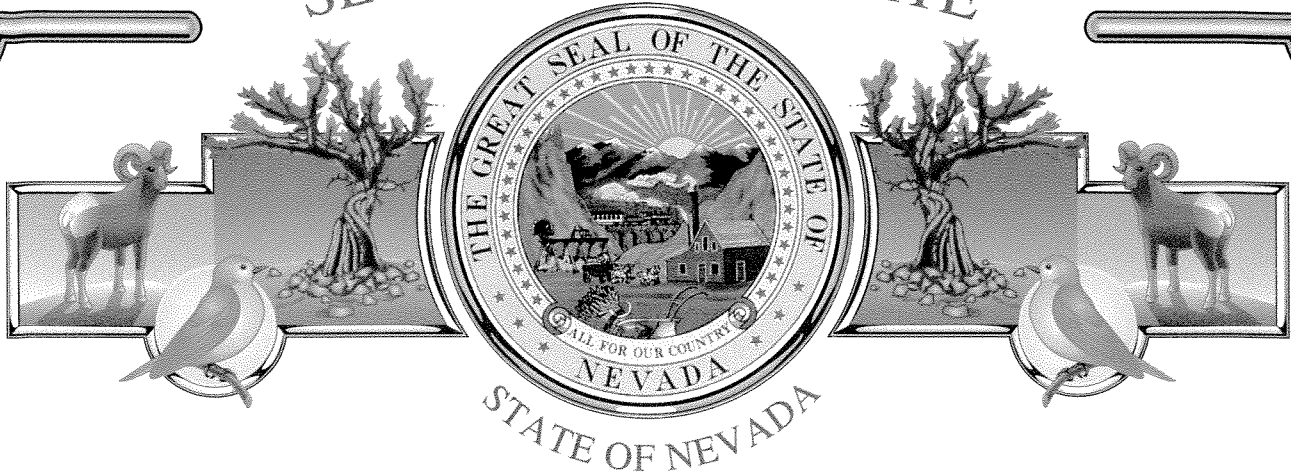


SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **NEVADA MUSIC EDUCATORS ASSOCIATION, INC.** did on **August 19, 2002** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **August 19, 2002**.



Dean Heller

DEAN HELLER
Secretary of State

By *Kamlesh Bharelwaj*
Certification Clerk

FILED # C20572-02

AUG 19 2002

IN THE OFFICE OF
Dean Hill
DEAN HILLER SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

**NEVADA MUSIC EDUCATORS ASSOCIATION, INC.,
a Nevada Non-Profit corporation**

The undersigned natural persons, being citizens of the United States, desiring to associate themselves for the purpose hereinafter set forth, and acting as incorporators of a corporation under the provisions of Chapter 82 of the Nevada Revised Statutes, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be:

Nevada Music Educators Association, Inc., a Nevada Non-Profit corporation (herein referred to as the "NMEA").

ARTICLE II

DURATION

The period of the NMEA's duration is perpetual.

ARTICLE III

PURPOSE

NMEA is a nonprofit corporation, organized solely for general charitable and eleemosynary purposes. Without limiting the foregoing, the primary purpose of NMEA shall be the advancement of all phases of music education in the schools in the State of Nevada and the community and the promotion of professional growth among music educators in the State of Nevada.

ARTICLE IV

PRINCIPAL OFFICE

The principal office for the transaction of business of the NMEA shall be located at 112 Garces Avenue, Suite 200, Las Vegas, Nevada 89101, or at any other location within or without the State which is approved by a majority of the Trustees.

ARTICLE V

BOARD OF TRUSTEES

The business of the NMEA shall be managed by a Board of Trustees of not less than five (5) Trustees. The number of trustees may be increased or decreased from time to time in accordance with the Bylaws subject to this limitation. The term of office of each trustee shall be set forth in the Bylaws (except in the case of the original trustees designated in Article VI hereof, which trustees shall serve until the first annual meeting of the members of NMEA). Each trustee of the Board of Trustees (except in the case designated in Article VI hereof) shall be elected by the vote of a majority of the members choosing to exercise their right to vote at each meeting. NMEA shall be under the complete control of the Board of Trustees.

ARTICLE VI

INITIAL TRUSTEES

The names of the Trustees chosen to manage the business of NMEA are:

Martha Damon O'Neill, President, Sparks Middle School, 2275 18th Street, Sparks, Nevada 89431.

Kimberly Barclay Drusedum, Immediate Past President, Green Valley High School, 460 Arroyo Grande, Henderson, Nevada 89014.

Alan Lewis, President-Elect, Bonanza High School, 6665 W. Del Rey, Las Vegas, Nevada 89102.

Danielle McCracken, Secretary, Coronado High School, 1001 Coronado Center Drive, Henderson, Nevada 89052.

Holly A. Steed, State Manager/Treasurer, Las Vegas Academy, 315 S. 7th Street, Las Vegas, Nevada 89101.

ARTICLE VII

POWERS

Anything in these Articles to the contrary, notwithstanding, in addition to such other purposes and powers as are permitted to it and conferred upon it by operation of law and are not inconsistent with any provision hereof, NMEA shall have the following purposes and powers:

a. The purpose for which NMEA is formed is exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the Board of Trustees, will best promote the purpose of NMEA without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, these Articles, the Bylaws of NMEA, or any laws applicable thereto and to do any other act or thing incidental to or connected with the foregoing purposes, or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers except as permitted by Chapter 82 of the Nevada Revised Statutes.

b. No part of the net earnings of NMEA shall inure to the benefit of any member, trustee, honorary trustee, or officer of NMEA, or any private individual (except that reasonable compensation may be paid for services rendered to or for NMEA affecting one or more of its

purposes), and no member, director, honorary trustee, officer of NMEA, or any private individual shall be entitled to share in the distribution of any of NMEA's assets on dissolution of NMEA.

c. NMEA shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any substantial federal tax laws.

d. NMEA shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

e. NMEA shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

f. NMEA shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

g. NMEA shall not may any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

h. Notwithstanding any other provisions of these Articles, NMEA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Trustees and shall become effective upon approval by a majority of the Board of Trustees.

ARTICLE IX

OFFICERS

The executive officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and such subordinate officers as may be appointed by the Board of Trustees in such manner as may be provided from time to time in the Bylaws. Each such executive officer, insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board of Trustees, shall be relieved of responsibility for exercise of authority or performance of duties incident to this office, the exercise or performance of which has been assigned to subordinate officers.

ARTICLE X

INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each Trustee or Officer of NMEA now or hereafter serving as such, shall be indemnified by NMEA against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Trustee or Officer, or by reason of any action alleged to have been taken, omitted or neglected by him as Trustee or Officer, and NMEA shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of NMEA, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the property and assets of NMEA shall go to and be distributed to a nonprofit charitable corporation or governmental agency or entity as may be selected by the Board of Trustees of NMEA and shall then be used for and devoted to the nonprofit purpose of NMEA, consistent with the terms and conditions of the original gift, devise or bequest. In the event of dissolution, none of the assets or property of NMEA, nor the proceeds of any assets or property, shall go or be distributed to members or any private individual, either for the reimbursement of anything such subscribed, donated or contributed by such members or individual, or for any other such purpose, it being the intent that in the event of a dissolution of NMEA or upon its ceasing to carry out the object and purpose as herein set forth, that any remaining assets shall be distributed to organizations organized and operating exclusively for charitable purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended at any time in the manner and form provided by Chapter 82 of the Nevada Revised Statutes as existing at the time of the adoption of these Articles of Incorporation or as provided by any other applicable law; provided, however, no amendment of the Articles may be adopted without the approval of a majority of the members of the Board of Trustees and no amendment may be adopted which changes or affects in any way the exempt status of NMEA as an organization existing exclusively for charitable and eleemosynary purposes. No amendment to the Bylaws of NMEA shall likewise be adopted without the approval of a majority of the members of the Board of Trustees.

ARTICLE XIII

RESIDENT AGENT & REGISTERED OFFICE

Section 2.01 Resident Agent. The name and address of the resident agent for service of process is RALEIGH, HUNT, McGARRY & DRIZIN, P.C., 112 Garces Avenue, Suite 200, Las Vegas, Nevada 89101.

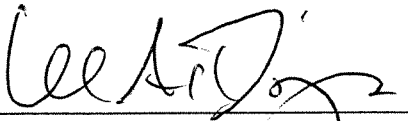
Section 2.02 Registered Office. The address of its registered office is 112 Garces Avenue, Suite 200, Las Vegas, Nevada 89101.

Section 2.03 Other Offices. The corporation may also maintain offices for the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE XIV

NAME AND ADDRESS OF INCORPORATORS

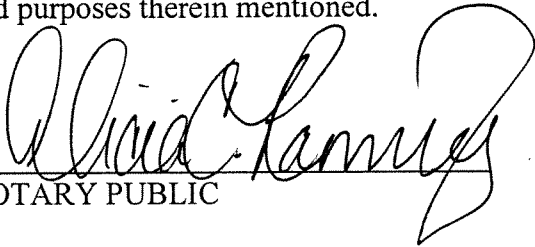
I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation under Chapter 82 of the Nevada Revised Statutes, do hereby adopt and sign this Certificate of Incorporation as of the 16 day of August, 2002.



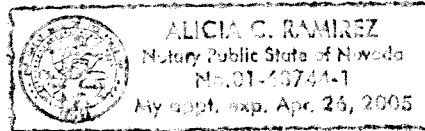
LEE A. DRIZIN, ESQ.
112 Garces Avenue, Suite 200
Las Vegas, Nevada 89101

STATE OF NEVADA)
)
COUNTY OF CLARK) ss:

On this 16 day of August, 2002, personally appeared before me, a Notary Public, LEE A. DRIZIN, ESQ., known to me to be the person who executed the foregoing Articles of Incorporation, who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.



NOTARY PUBLIC



FILED # C2057202

AUG 19 2002

IN THE OFFICE OF
Dean Hill
DEAN HILLER SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT

In the matter of Nevada Music Educators Association, Inc., a Nevada non-profit company, Lee A. Drizin, Esq., with the law firm of RALEIGH, HUNT, McGARRY & DRIZIN, P.C., located at 112 Garces Avenue, Suite 200, Las Vegas, Nevada, 89101, hereby accepts the appointment as Resident Agent of the above-entitled corporation in accordance with NRS 82.193.

IN WITNESS WHEREOF, I hereunto set my hand this 16 day of August, 2002.



LEE A. DRIZIN

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