

P0000059763

TREISER, KOBZA & LIEBERFARB, CHTD.  
FILED

ATTORNEYS AT LAW

Thomas A. Collins, II  
William J. Dempsey  
Fitzgerald A. Frater  
Catherine E. Kidon  
Kim Patrick Kobza  
Stanley J. Lieberfarb  
C. Richard Mancini  
Andrew H. Reiss  
Christopher J. Thornton  
Richard M. Treiser  
Christopher T. Vernon

The Northern Trust Building  
4001 Tamiami Trail North  
Suite 330  
Naples, Florida 34103  
Telephone (941) 649-4900

Fax (941) 649-0823  
Internet Address:  
www.tkvnaples.com

June 13, 2000

00 JUN 15 PM 3: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Richard Shapack  
of Counsel

Also admitted in Michigan  
+ Also admitted in New York  
Also admitted in Kentucky  
Also admitted in New Jersey  
† Board Certified Tax Attorney

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32399

600003291356--2  
-06/15/00--01070--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Trident Entertainment Associates, Inc.**  
**Our File Number: 4483.001**

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Trident Entertainment Associates, Inc. together with our firm check in the sum of \$78.75 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

**TREISER, KOBZA & LIEBERFARB, CHTD.**

*Leslie L. Hood*

Leslie L. Hood, Paralegal  
For The Firm  
e-mail-llbrowning@tkvnaples.com  
/llh

Enclosures

Pa 6/20/00

**ARTICLES OF INCORPORATION**  
**OF**

FILED  
00 JUN 15 PM 3: 03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRIDENT ENTERTAINMENT ASSOCIATES, INC.**

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME AND ADDRESS**

The name of the Corporation is Trident Entertainment Associates, Inc. The address of the Corporation is 10 Tampa Place, Marco Island, Florida 34145.

**ARTICLE II**

**DURATION**

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**SHARES**

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

**ARTICLE V**

**PRE-EMPTIVE RIGHTS**

There shall be no pre-emptive rights for any shareholder.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the sole Incorporator is R. Bruce Sonneborn, Jr., 10 Tampa Place, Marco Island, Florida 34145.

**ARTICLE VII**  
**BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such initial Director is as follows:

Mr. R. Bruce Sonneborn, Jr.  
10 Tampa Place  
Marco Island, Florida 34145

**ARTICLE IX**  
**CONTRACTS WITH DIRECTORS**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is R. Bruce Sonneborn, Jr., and the address of the registered office is 10 Tampa Place, Marco Island, Florida 34145.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 1<sup>st</sup> day of MAY, 2000.

Stanley Lieberfarb  
Senior Agent

R. Bruce Sonneborn, Jr.

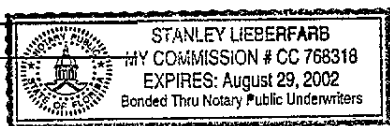
STATE OF FLORIDA  
COUNTY OF COLLIER'S

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of May, 2000, by **R. BRUCE SONNEBORN, JR.**, who is personally known to me or has produced \_\_\_\_\_ as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.

Stanley Lieberfarb  
Notary Public

\_\_\_\_\_  
Typed, Printed or Stamped Name

My Commission Expires:  
My Commission No. is:



### ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 1<sup>st</sup> day of MAY, 2000.

  
R. Bruce Sonneborn, Jr.

P:\Clients Transactions\Sonneborn, Bruce 807.004\Trident Entertainment Associates, Inc\Articles Of Incorporation

FILED  
00 JUN 15 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA