

PO10000 50277

LAW OFFICE

MARY M. McDANIEL

Of Counsel  
C. Welborn Daniel

A PROFESSIONAL ASSOCIATION

1330 Citizens Blvd., Suite 302  
Leesburg, FL 34748  
Phone: (352) 326-3311  
Fax: (352) 326-5150

FILED  
01 MAY 14 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

200004216082--8  
-05/15/01--01010--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT:

Irwin Entertainment, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- |                                  |                                       |                                |   |
|----------------------------------|---------------------------------------|--------------------------------|---|
| <input type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75      | xx\$78.75                      | <input type="checkbox"/> \$87.50                            |
| Filing Fee                       | Filing Fee<br>& Certificate of Status | Filing Fee<br>& Certified Copy | Filing Fee,<br>Certified Copy<br>& Certificate of<br>Status |

FROM: Mary M. McDaniel, Attorney at law

Name (Printed or typed)  
1330 Citizens Blvd., Suite 302  
Address  
Leesburg, Florida 34748  
City, State, & Zip  
(352) 326-3311 Daytime Telephone Number

NOTE: The original and one copy of the articles are provided.

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D. WHITE MAY 2 1 2001

ARTICLES OF INCORPORATION  
OF  
IRWIN ENTERTAINMENT, INC

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of IRWIN ENTERTAINMENT, INC. for profit corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is IRWIN ENTERTAINMENT, INC. and the initial principal place of business and mailing address of the corporation is 712 S. Boylston St., Leesburg, Florida 34748.

2. The period of its duration is perpetual. The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

3. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

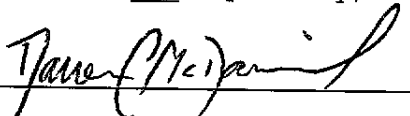
4. The corporation shall have the authority to issue 7500 shares of stock, all of one class, one dollar par value.

5. The address of its initial registered office is 1330 Citizens Blvd. Suite 302, Leesburg, Florida 34748 and the name of its registered agent is Mary M. McDaniel.

6. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders.

7. The name and address of the incorporator is Darren C. McDaniel , 712 S. Boylston St., Leesburg, Florida 34748.

DATED this 11 day of May, 2001.



Darren C. McDaniel

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared Darren C. McDaniel who is well known to me and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Leesburg, Lake County, Florida, this 11th day of May, 2001.



Jennifer S. Coomer  
MY COMMISSION # CC997658 EXPIRES  
January 30, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

*Jennifer S. Coomer*  
Notary Public's Signature

Jennifer S. Coomer  
Notary's Name Printed

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is IRWIN ENTERTAINMENT, INC.
2. The name and address of the registered agent and office is: Mary M. McDaniel at 1330 Citizens Blvd., Suite 302, Leesburg, Florida 34748.

By: *Darren C. McDaniel*  
(Corporate Officer)

Title: PRESIDENT

Date: 5/11/01

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

*Mary M. McDaniel*  
(Signature)

Date: 5/11/01

PO100000 50277

LAW OFFICE  
**MARY M. McDANIEL**

Of Counsel  
C. Welborn Daniel

A PROFESSIONAL ASSOCIATION

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**FROM: Mary M. McDaniel, Attorney at law**

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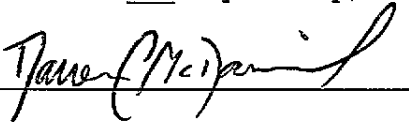
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7. The name and address of the incorporator is Darren C. McDaniel , 712 S. Boylston St., Leesburg, Florida 34748.

DATED this 11 day of May, 2001.



Darren C. McDaniel

STATE OF FLORIDA  
COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared Darren C. McDaniel who is well known to me and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

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Jennifer S. Coomer  
MY COMMISSION # CC997658 EXPIRES  
January 30, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

*Jennifer S. Coomer*  
\_\_\_\_\_  
Notary Public's Signature  
*Jennifer S. Coomer*  
\_\_\_\_\_  
Notary's Name Printed

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By: *Darren McDaniel*  
\_\_\_\_\_  
(Corporate Officer)

Title: PRESIDENT

Date: 5/11/01

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*Mary M McDaniel*  
\_\_\_\_\_  
(Signature)

Date: 5/11/01