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NATIONAL HEALTH AGENCY

FILED
95 JAN 25 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 1995

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

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-01/26/95--01003--006
***131.25 ***131.25

Re: Mazelle Entertainment, Inc.

Dear Sirs:

Enclosed for filing with your office are original Articles of Incorporation of Mazelle Entertainment, Inc. Also enclosed is our check payable to Secretary of State in the amount of \$131.25 for the following services:

Filing articles of incorporation	\$35.00
Designation of registered agent/office	35.00
Certified copy of articles of incorporation	52.50
Certificate of status	8.75
TOTAL	\$131.25

Kindly file the articles of incorporation and send the certified copy and certificate of status to the undersigned.

If you have any questions, please call me at 800-282-4333.

Thank you.

Very truly yours,

David A. Thompson
General Counsel

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enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAZELLE ENTERTAINMENT, INC.**

The undersigned Incorporator, for purposes of organizing a Corporation under the Florida Business Corporation Act, states as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be:

MAZELLE ENTERTAINMENT, INC.

**ARTICLE II
PURPOSES**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The amount of the capital stock of the Corporation shall be one thousand (1,000) shares with ten cent (\$0.10) par value per share.

**ARTICLE IV
DURATION**

The Corporation shall have perpetual existence.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be 5144 Central Avenue, St. Petersburg, FL 33707. The initial registered agent at that office shall be David A. Thompson.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of this Corporation shall be at 5144 Central Avenue, St. Petersburg, Florida 33707 and its mailing address shall be P.O. Box 41000, St. Petersburg, Florida 33743.

ARTICLE VII
DIRECTORS

The number of Directors of this corporation shall be not less than one (1), nor more than nine (9).

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes §607.0704.

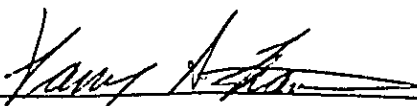
**ARTICLE X
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

**ARTICLE XI
INCORPORATOR**

The Incorporator is Larry A. Franklin, whose mailing address is P.O. Box 41000, St. Petersburg, FL 33743.

IN WITNESS THEREOF, the Incorporator has executed these Articles of Incorporation the 23 day of January 1995.



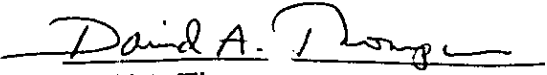
Larry A. Franklin, as Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of January 1995 by Larry A. Franklin, who is personally known to me and who did not take an oath.




DAVID A. THOMPSON
MY COMMISSION # CC 155701 EXPIRES
October 28, 1995
BONDED THRU TROY FAIR INSURANCE, INC.



David A. Thompson
Title: Notary Public
Serial #CC155701

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Mazelle Entertainment, Inc. which is contained in the foregoing Articles of Incorporation.



David A. Thompson, as Registered Agent

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