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Florida Department of State  
Division of Corporations  
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Account Name : BURKE AND BLUE, P.A.  
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Phone : (850)769-1414  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**EDGEWATER COMEDY CLUB, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION  
OF

EDGEWATER COMEDY CLUB, INC.

EFFECTIVE DATE  
1-20-00FILED  
00 JAN 21 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. Name. The name of this corporation (the "Corporation") shall be:

EDGEWATER COMEDY CLUB, INC.

2. Purpose. This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

3. Stock. The capital stock of this Corporation shall consist of Seventy Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. Term. This Corporation shall have a perpetual existence.

5. Address. The initial street address of the principal office of this Corporation is 531 Beckrich Road, Panama City Beach, Florida 32407. Elizabeth J. Walters, 221 McKenzie Avenue, Panama City, Florida 32401 is hereby designated as resident agent for this Corporation.

6. Existence. The date when the corporate existence of this Corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation, that is January 20, 2000.

Prepared by:  
Elizabeth J. Walters, Esq. - Florida Bar #0049468  
Burke & Blue, P.A.  
P.O. Box 70  
Panama City, FL 32402  
(850) 769-1414  
(850) 784-0857 - Fax

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7. Number of Directors. This Corporation shall initially have one (1) director, but the By-Laws of this Corporation may provide for such increase in the number thereof as is authorized by law.

8. Directors. The name and street address of the first Board of Directors is as follows:


<u>Name</u>	<u>Street Address</u>
Mike Harvey	531 Beckrich Road Panama City Beach, FL 32407

9. Subscriber. The name and street address of the subscriber to this Certificate of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Elizabeth J. Walters	221 McKenzie Avenue Panama City, FL 32401

10. Officers. The officers of this Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers or agents as may be deemed necessary. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 20th day of January, 2000 for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

  
ELIZABETH J. WALTERS

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01/20/00 THU 18:05 FAX 850 784 0857

BURKE AND BLUE

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STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 20th day of January, 2000, by Elizabeth J. Walters, who is personally known to me.

(SEAL)

\_\_\_\_\_  
\_\_\_\_\_  
(Print Name)  
Notary Public  
Serial # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that EDGEWATER COMEDY CLUB, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 531 Beckrich Road, Panama City Beach, County of Bay, State of Florida, has named Elizabeth J. Walters, located at 221 McKenzie Avenue, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
ELIZABETH J. WALTERS

(Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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