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January 2, 2000

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-01/20/00--01123--015
*****78.75 *****78.75

Re: **Grant Hall Presents, Inc.**

Dear Sir/Madam:

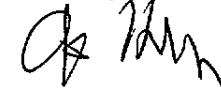
Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") for **Grant Hall Presents, Inc.**, and a check made payable to the Florida Department of State in the amount of \$78.75 for payment of the required filing fees.

Please file the Articles and return the certified copy of the filed document to me at the following address:

Grant Hall
203 Southeast 10th Street
Apt. No. 3
Fort Lauderdale, Florida 33316

Thank you for your assistance with the matter.

Sincerely yours,



Grant Hall

/jb

Enclosures

FILED
00 JAN 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GRANT HALL PRESENTS, INC.**

(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **GRANT HALL PRESENTS, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is **203 SE Tenth St., #3, Ft. Lauderdale, FL 33316.**

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of 1 (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

**Grant Hall
203 SE Tenth St., #3
Ft. Lauderdale, FL 33316**

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is **203 SE Tenth St., #3, Ft. Lauderdale, FL 33316.** The name of the initial registered agent of the Corporation at that address is **Grant Hall.**

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is **Grant Hall, 203 SE Tenth St., #3, Ft. Lauderdale, FL 33316.**

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and may advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BYLAWS

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of GRANT HALL PRESENTS, INC. this 2nd day of January, 2000.



GRANT HALL
Incorporator

**CONSENT OF REGISTERED AGENT
OF
GRANT HALL PRESENTS, INC.**

The undersigned, **Grant Hall**, whose business address is **203 SE Tenth St., #3, Ft. Lauderdale, FL 33316**, hereby accepts appointment as the initial registered agent of **GRANT HALL PRESENTS, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



GRANT HALL
Registered Agent

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00 JAN 20 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA