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DAVID E. TERRY

TELEPHONE (407) 843-1956  
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February 11, 2000

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

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-02/14/00--01101--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75  
FILED  
FEB 14 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Incorporation of **Zee Live Entertainment, Inc.**  
Our File No. 1018/0001

Dear Sir/Madam:

Pursuant to Mr. Terry's instructions, enclosed herewith please find the Articles of Incorporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$78.75, representing the following fees:

Filing Fee .....	\$35.00
Certified Copy .....	\$8.75
Registered Agent Designation .....	\$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our offices immediately. Thank you for your cooperation regarding this matter.

Very truly yours,

*Sharon Hill*  
Sharon Hill  
Legal Secretary

/hs  
Enclosure(s)  
A:7673

*ajj/17*

**ARTICLES OF INCORPORATION**

**OF**

**ZEE LIVE ENTERTAINMENT, INC.**

**FILED**  
00 FEB 14 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is "ZEE LIVE ENTERTAINMENT, INC."

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6548 Tanglewood Bay Drive, Apt. 1808, Orlando, Florida 32821, and the name of the initial registered agent of this corporation at that address is **Christian F. Stochholm**. The principal office or principal place of business of the corporation is 6548 Tanglewood Bay Drive, Apt. 1808, Orlando, Florida 32821.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors are as follows:

**Christian F. Stochholm**

**6548 Tanglewood Bay Drive, Apt. 1808  
Orlando, Florida 32821**

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is as follows:

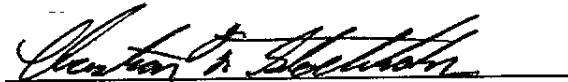
**Christian F. Stochholm**

**6548 Tanglewood Bay Drive, Apt. 1808  
Orlando, Florida 32821**

**ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK**

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of February, 2000.

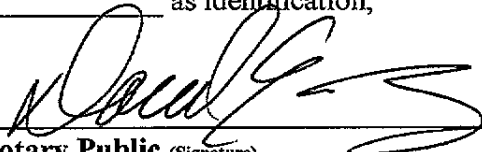
  
**Christian F. Stochholm**


**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing was acknowledged before me on the 11<sup>th</sup> day of February, 2000 by **Christian F. Stochholm** who executed the foregoing instrument for the purposes expressed therein and is/are either:

- personally known to me; or  
 produced \_\_\_\_\_ as identification,

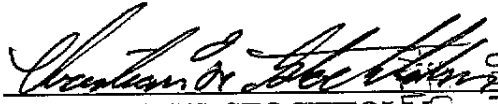
and did not take an oath.

  
\_\_\_\_\_  
Notary Public (Signature)

 David E. Terry  
MY COMMISSION # CC652996 EXPIRES  
June 29, 2001  
\_\_\_\_\_  
(Insert Notary Seal Stamp Above) POWER TRUD TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of **Zee Live Entertainment, Inc.**

  
\_\_\_\_\_  
CHRISTIAN F. STOCHHOLM

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CORPORATION STATE  
TALLAHASSEE, FLORIDA

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