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J. HOWARD SHEFFIELD, P. A.
ATTORNEYS AT LAW

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SCOTT R. BOATRIGHT

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550-15 WELLS ROAD
ORANGE PARK, FLORIDA 32073
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REPLY TO:

Baymeadows Road

February 9, 2000

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

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*****78.75 *****78.75


RE: ROXANNE ENTERTAINMENT, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation with resident agent designation attached. Also enclosed is our check in the amount of \$78.75.

Please return the certified copy to us. Thank you for your assistance.

Very truly yours,


Sabrina L. Roper
Legal Assistant

/slr
Enclosures

EFFECTIVE DATE
2-9-00

FILED
00 FEB 14 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN FEB 17 2000

EFFECTIVE DATE
2-9-00

ARTICLES OF INCORPORATION
OF
ROXANNE ENTERTAINMENT, INC.

FILED
00 FEB 14 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is ROXANNE ENTERTAINMENT, INC.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible

or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 8282 Western Way Circle, Suite 1255, Jacksonville, Florida 32256.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217 and the name of the initial registered agent of this corporation is J. Howard Sheffield, P.A.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Joseph A. Johnnigan Director, President, Treasurer	8309 Shady Grove Court Jacksonville, Florida 32216
Leigh Ann V. Johnnigan Director, Vice President, Secretary	8282 Western Way Circle, Suite 1255 Jacksonville, Florida 32256

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

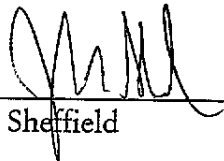
ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

J. Howard Sheffield
J. Howard Sheffield, P.A.
4209 Baymeadows Road, Suite 4
Jacksonville, Florida 32217

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9th day of February, 2000.

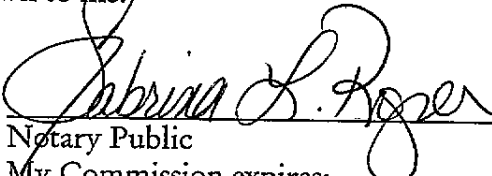


J. Howard Sheffield

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of February, 2000, by J. Howard Sheffield who is personally known to me.



Notary Public

My Commission expires:

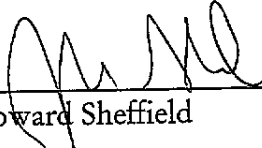


Sabrina L. Roper
My Commission CC761559
Expires July 22, 2002

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

ROXANNE ENTERTAINMENT, INC. desiring to organize or qualify under the laws of the State of Florida hereby designates J. Howard Sheffield its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

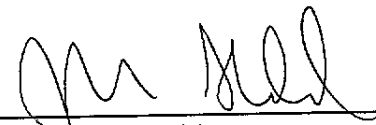


J. Howard Sheffield

FILED
00 FEB 14 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: February 9, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



J. Howard Sheffield

Dated: February 9, 2000