

TRANSMITTAL LETTER  
**PO0000038245**

VIA U.S. MAIL  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

VIA COURIER  
Secretary of State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**SUBJECT:**

**EverythingShowBiz.com, Inc.**  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :  
\$122.50.

900003211399--6  
-04/17/00--01100--024  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Filing Fee (\$35.00)
- Designation of Registered Agent (\$35.00) *\$8.75*
- Certified Copy (ADDITIONAL COPY REQUIRED) (\$52.50)
- Certificate of Status (\$8.75)

FROM:

Name: James A. Dozier, Paralegal  
Address: 28 West Central Boulevard, Fourth Floor  
City, State & Zip: Orlando, Florida 32801  
Daytime Telephone number: (407) 425-2684

APPROVED  
AND  
FILED  
00 APR 17 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 APR 17 PM 2:15  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Will wait*

**ARTICLES OF INCORPORATION**  
**EVERYTHINGSHOWBIZ.COM, INC.**

The undersigned, acting as incorporator of EverythingShowBiz.com, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**EverythingShowBiz.com, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1963 Genova Drive  
Oviedo, Florida 32765

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

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

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are:

Michael A. U. O'Quinn  
28 West Central Boulevard  
Orlando, Florida 32801

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 17 PM 2:24

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AND  
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## ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the directors are:

<u>Name</u>	<u>Address</u>
Jan Gudis	1963 Genova Drive, Oviedo, Florida 32765
Dennis Havard	1963 Genova Drive, Oviedo, Florida 32765
John L. Casey	3892 Villa Rose Lane, Orlando, Florida 32808

## ARTICLE VIII. INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Michael A. U. O'Quinn	28 West Central Blvd., Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

## ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaws are not subject to amendment or repeal by the directors.

## ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of APRIL, 2000.

*[Handwritten Signature]*

Michael A. U. O'Quinn, Incorporator

April 14, 2000  
Date

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14 day of APRIL, 2000 by Michael A. U. O'Quinn, who is personally known to me or who has produced \_\_\_\_\_ as identification.

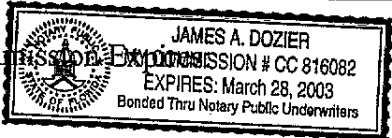
*[Handwritten Signature]*

Notary Public

Print Name:

(Seal)

My Commission Expires



**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED AGENT**

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is

**EverythingShowBiz.com, Inc.**

2. The name and address of the Registered Agent is:

Name

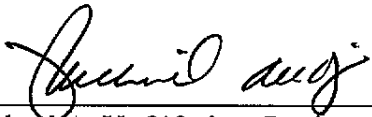
Address

Michael A. U. O'Quinn

28 West Central Blvd., Orlando, Florida 32801

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 14 day of APRIL, 2000.



Michael A. U. O'Quinn, Registered Agent

APRIL 14, 2000

Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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