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LAW OFFICE OF
MARC S. STEINBERG, P.A.

1980 North Atlantic Avenue
Suite 405
Cocoa Beach, Florida 32931
(321) 784-4500
Fax: (321) 784-4520

Also Admitted in New Jersey

FILED
00 APR 21 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2000

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

100003219001--8
-04/21/00--01103--013
****122.50 *****78.75

Re: Ketcham & Steinberg Entertainment, Inc.

Dear Sir:

Enclosed for filing please find the following:

1. Articles of Incorporation;
2. Certificate of Designation of Registered Agent/Registered Office; and
3. Check in the amount of \$122.50, payable to the Florida Secretary of State, for the filing fees.

After the documents have been filed, please forward your certificate to the undersigned.

Very truly yours,



Marc S. Steinberg

MSS:cks
Enclosures

T. Surch APR 25 2000

ARTICLES OF INCORPORATION
OF
KETCHAM & STEINBERG ENTERTAINMENT, INC.

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ARTICLE I

The name of the corporation is Ketcham & Steinberg Entertainment, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock. The initial issue of the capital stock

of the corporation shall be 100 shares for cash at a value of \$1.00 per share.

ARTICLE V

The street address of the principal office of this corporation shall be 1980 North Atlantic Avenue, Suite 405, Cocoa Beach, Florida 32931.

ARTICLE VI

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Marc S. Steinberg, Esq.
Law Office of Marc S. Steinberg, P.A.
1980 North Atlantic Avenue, Suite 405
Cocoa Beach, Florida 32931.

ARTICLE VII

This corporation shall have two (2) directors 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).

ARTICLE VIII

The names and addresses of the initial directors of this corporation, who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Kenneth A. Ketcham
P.O. Box 542415
Merritt Island, Florida 32954

Marc S. Steinberg
1980 North Atlantic Avenue, Suite 405
Cocoa Beach, Florida 32931

ARTICLE IX

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

Marc S. Steinberg
1980 North Atlantic Avenue, Suite 405
Cocoa Beach, Florida 32931.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a unanimous vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Cocoa Beach, Florida, on this 17th day of April, 2000.

Marc S. Steinberg
MARC S. STEINBERG, Incorporator

STATE OF FLORIDA :
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 17th day of April, 2000, by MARC S. STEINBERG, who is (✓) personally known to me or () who has produced _____ as identification.

Patricia S Harmon
Notary Public, State of Florida
at Large
Print Name: Patricia S Harmon
Commission No. _____
My Commission Expires: _____
(Seal)



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
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: Ketcham & Steinberg
Entertainment, Inc.

2. The name and address of the registered agent and office is

Marc S. Steinberg, Esq.
Law Office of Marc S. Steinberg, P.A.
1980 North Atlantic Avenue, Suite 405
Cocoa Beach, Florida 32931.

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 regis-
tered 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.

Marc S. Steinberg
MARC S. STEINBERG

April 17, 2000
Date

STATE OF FLORIDA :
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 17th
day of April, 2000, by MARC S. STEINBERG, who is (X) personally
known to me or () who has produced _____
as identification.

Patricia S. Hamon
Notary Public, State of Florida

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