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**FLORIDA PROFIT CORPORATION OR P.A.****Big 3 Entertainment, Inc.**

Certificate of Status	0
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(TUE) 5.16'00 16:33/ST.16:31/NO.4261068381 P 2



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 15, 2000

HOLLAND & KNIGHT

SUBJECT: BIG 3 ENTERTAINMENT, INC.  
REF: W00000012567

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ARTICLES OF INCORPORATION  
OF  
BIG 3 ENTERTAINMENT, INC.

The undersigned, acting as incorporator of Big 3 Entertainment, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Big 3 Entertainment, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

6090 Central Avenue  
St. Petersburg, Florida 33707

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing.

ARTICLE IV. PURPOSE

The corporation is organized to 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 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 6090 Central Avenue, St. Petersburg, Florida 33707, and the name of the corporation's current registered agent at that address is William Edwards.

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#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three 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 initial director is:

<u>Name</u>	<u>Address</u>
William Edwards	6090 Central Avenue St. Petersburg, Florida 33707
Jim McMahan	6090 Central Avenue St. Petersburg, Florida 33707
Derek Van Hoosc	6090 Central Avenue St. Petersburg, Florida 33707

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 N. Ashley Drive, Suite 2300 Tampa, Florida 33602

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 bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is 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.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of May, 2000.

  
Robert J. Grammig, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BIG 3 ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 6090 Central Avenue, St. Petersburg, Florida 33707, has named William Edwards as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 11th day of May, 2000.

  
William Edwards, Registered Agent

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