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JOSEPH COSTANTINE
412 Oak Hill Drive
Altamonte Springs, Florida 32701
(407) 830-6284

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 08-11-00 BY 60322
TALLAHASSEE, FLORIDA

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FILED

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*****70.00 *****70.00

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

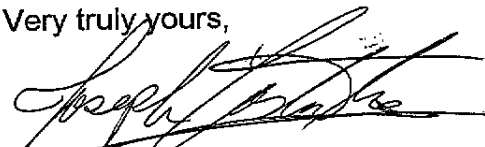
RE: Articles of Incorporation - **MAGIC KNIGHTS PRODUCTIONS, INC.**

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed my check in the amount of \$70.00 representing the filing fees associated with the filing of this corporation. I would appreciate you forwarding your receipt of the filing to me at your earliest convenience. If you have any questions regarding this matter, please feel free to contact me.

Thanking you in advance for your cooperation in this matter, I am

Very truly yours,



JOSEPH COSTANTINE

/kj

enclosures

T. Duran AUG 1 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 14, 2000

JOSEPH COSTANTINE
412 OAK HILL DRIVE
ALTAMONTE SPRINGS, FL 32701

SUBJECT: MAGIC KNIGHTS PRODUCTIONS, INC.
Ref. Number: W00000017637

We have received your document for MAGIC KNIGHTS PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 100A00038757

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAGIC KNIGHTS PRODUCTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.
CORPORATE NAME

The name of this corporation shall be:

MAGIC KNIGHTS PRODUCTIONS, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business of this corporation will be to transact any or all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III.
CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is Five Hundred (500) shares without nominal or par value, all of which shall be common stock and shall be fully paid and nonassessable. All such stock shall be payable in cash, property, labor, or services at a just valuable to be fixed by the Stockholders at a meeting called for that purpose.

ARTICLE IV.
AMOUNT OF CAPITAL STOCK WITH WHICH TO BEGIN
BUSINESS.

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said corporation and the address at which service of process upon said corporation within this State shall be made is **MAGIC KNIGHTS PRODUCTIONS, INC.**, 412 Oak Hill Drive, Altamonte Springs, Florida 32701, with the privilege, however, of having branch offices or places of business at any other place or places within or without the state of Florida, or in foreign countries. **Joseph Costantine**, Esquire, is hereby designated as the Registered Agent of the corporation, with address as aforesaid.

ARTICLE VI.
MANAGEMENT

Pursuant to Section 607.0801/02/10 or 30, Florida Statutes, the business of the corporation shall be managed by the Stockholders rather than a Board of Directors.

ARTICLE VII.
CORPORATE EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VIII.
INITIAL OFFICERS

The names and post office addresses of the first officers, who, subject to the provisions of this certificate, the By-Laws of this corporation and the statutes made and provided, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, are as follows:

OFFICE	NAME	ADDRESS
PRESIDENT	JOSEPH COSTANTINE	<u>412 Oak Hill Drive, Altamonte Springs, Florida 32701</u>
VICE-PRESIDENT	JOSEPH COSTANTINE	<u>412 Oak Hill Drive, Altamonte Springs, Florida 32701</u>
SECRETARY	JOSEPH COSTANTINE	<u>412 Oak Hill Drive, Altamonte Springs, Florida 32701</u>
TREASURER	JOSEPH COSTANTINE	<u>412 Oak Hill Drive, Altamonte Springs, Florida 32701</u>

ARTICLE IX.
SUBSCRIBERS

The name and post office address of the subscriber, and the number of shares he agrees to take, is as follows:

NUMBER OF SHARES	NAME	ADDRESS
251	JOSEPH COSTANTINE	<u>412 Oak Hill Drive, Altamonte Springs, Florida 32701</u>

ARTICLE X. **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the By-Laws.

ARTICLE XI. **ADDITIONAL POWERS**

In addition to the powers hereinabove enumerated, the corporation shall have all of the general and additional powers set forth in the Florida General Corporation Act, without limitation; the expressed powers herein set forth shall not be deemed a limitation or denial of any general or additional powers.

ARTICLE XII. **TAX SAVING ELECTION AND LOSS TREATMENT**

The Stockholders of this corporation may elect to be treated as a small business corporation under Section 1372, Internal Revenue Code, and report on their personal income tax returns dividends paid to them from the corporation's income, whether it be income payable as dividends or liquidation distribution. the stockholders may additionally elect to adopt a resolution permitting tax loss treatment under Section 1244 of the Internal Revenue Code.

ARTICLE XIII.
LIABILITY

The private property of the Stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, I have subscribed my name this 24 day of July, 2000


JOSEPH COSTANTINE

STATE OF FLORIDA)
) ss:
COUNTY OF _____)

I HEREBY CERTIFY that this day, in the above named state and county, before me, an officer duly authorized and acting, personally appeared **JOSEPH COSTANTINE** to me _____ well known and known to me to be the individual described herein or _____ who has produced the following identification, to wit: _____, and who executed the foregoing Articles of Incorporation, and acknowledged then and there before me that he executed said instrument for the purposes therein stated.

WITNESS my hand and official seal, this the _____ day of July, 2000.

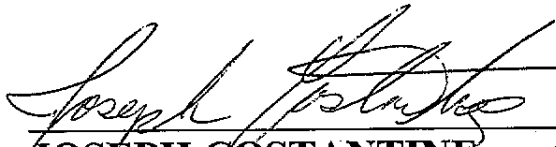
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in these Articles, I hereby agree to act in this capacity, and further agree to comply with the provision of said Act relative to keeping open said office.


JOSEPH COSTANTINE, Esquire
as Registered Agent

7/24/00
Date