Deparant of Corporations P. O. Box 6327 Tallahassee, FL 32314

Proposed corporate name - must include suffix) Enclosed is an original and one(1) copy of the articles of incorporation and a check for : **2** \$78.75 \$131.25 □\$122.50 \$70.00 Filing Fee Filing Fee, Filing Fee Filing Fee & Certificate Certified Copy & Certified Copy & Certificate ADDITIONAL COPY REQUIRED FROM: vame (Printed or typed) P. F. twenty Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 9, 2000

TOM APPLEGATE 3120 39TH AVENUE NORTH ST PETERSBURG, FL 33714

SUBJECT: ORLANDO PROMOTIONS INC.

Ref. Number: W00000014637

We have received your document for ORLANDO PROMOTIONS INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

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) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 600A00032991

ARTICLES OF INCORPORATION of ORLANDO PROMOTIONS INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of hereby adopt(s) the following Articles of Incorporation:

FLORIDA

ARTICLE I CORPORATE NAME

The name of this corporation is Orlando Promotions Inc..

ARTICLE II INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

3120 39th Ave. N St. Petersburg, FL 33714

ARTICLE III SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

sherman Madray orlando Promotions Inc. 4505 Park Blvd. Suite 5 pinellas County pinellas Park, FL 33781

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Mark Morrison 3120 39th Ave. N St. Petersburg, FL 33714

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII OTHER PROVISIONS

<u>Preemptive Rights.</u> The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

<u>Director or Officer Interest.</u> In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as

offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

<u>Execution of Written Instruments</u>. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Tom Applegate, Incorporator

3120 39th Ave. N

st. Petersburg, fL 33714

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTER AGENT

SHERMAN MADRAY 4505 PARK BLVD SUITE 5

PINELLAS PARK FL,33781