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ANDY NICCOLS ENTERTAINMENT, INC.

FILED  
00 AUG 24 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 GADSBY  
BOYNTON BEACH, FL 33462

AUGUST 22, 2000

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Capitol Building  
Tallahassee, FL 32304

Attention: Corporation Division

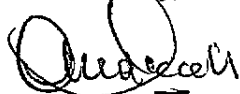
RE: ANDY NICCOLS ENTERTAINMENT, INC.

Dear Sir or Madam,

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$35.00
Resident Agent Fee	<u>35.00</u>
Total	\$70.00

Cordially,



DAVID A. NICCOLS

F. CHETTER

AUG 29 2000

**CERTIFICATE OF INCORPORATION**  
**-OF-**  
**ANDY NICCOLS ENTERTAINMENT, INC..**

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

**ARTICLE I. NAME**

The name of this corporation is ANDY NICCOLS ENTERTAINMENT, INC.

**ARTICLE II. DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III. PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

**ARTICLE V. REGISTERED OFFICE**

The street address and mailing address of the principal place of business is 13 GADSBY, BOYNTON BEACH, FL 33462 and the street address of the initial registered office of the corporation is 13 GADSBY, BOYNTON BEACH, FL 33462 and the name of the initial registered agent is DAVID A. NICCOLS.

**ARTICLE VI. DIRECTORS**

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

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The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME

ADDRESS

DAVID A. NICCOLS

13 GADSBY  
BOYNTON BEACH, FL 33462

ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME

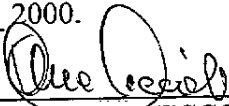
ADDRESS

DAVID A. NICCOLS

13 GADSBY  
BOYNTON BEACH, FL 33462

IN WITNESS WHEREOF, the undersigned have subscribed their name this

22nd day of August 2000.

  
\_\_\_\_\_  
DAVID A. NICCOLS

STATE OF FLORIDA )

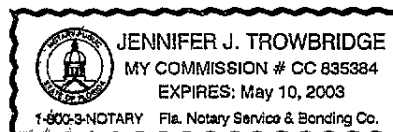
:ss

COUNTY OF PALM BEACH )

On this 22nd day of August 2000, before me, the undersigned officer, personally appeared as DAVID A. NICCOLS, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE  
OF FLORIDA AT LARGE



STATE OF FLORIDA

SECRETARY OF STATE

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served and names and addresses of the officers and directors.

ANDY NICCOLS ENTERTAINMENT, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

ANDY NICCOLS ENTERTAINMENT, INC., a corporation organized under the laws of the state of Florida, with its principal office at 13 GADSBY, BOYNTON BEACH, FL 33462 has named DAVID A. NICCOLS at 13 GADSBY, BOYNTON BEACH, FL 33462, County of Palm Beach, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
DAVID A. NICCOLS	PRESIDENT/DIR.	13 GADSBY BOYNTON BEACH, FL 33462

ACCEPTANCE

I agree as Resident Agent to accept service of process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous Place in the office as required by law.

DATED: 8/22/00

  
\_\_\_\_\_  
DAVID A. NICCOLS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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