

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000 89162

Ashley West, Inc.

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*****78.75 *****78.75

2557
W00-22755

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

<input checked="" type="checkbox"/>	Art of Inc. File	<i>Cert.</i>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC.11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 SEP 20 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 SEP 18 AM 11:14
DIVISION OF CORPORATION

SEP 20 2000
T. SMITH



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 18, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32302

SUBJECT: ASHLEY WEST, INC.
Ref. Number: W00000022755

We have received your document for ASHLEY WEST, 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.")

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00049100

Corrected

RECEIVED
00 SEP 20 PM 3:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/15/00

ARTICLES OF INCORPORATION
OF
ASHLEY WEST, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, Jon Marshall Oden, Esq., being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is ASHLEY WEST, INC.

ARTICLE II

The existence of the corporation shall begin on September 15, 2000.

ARTICLE III

The street address of the principal office of the corporation is 351 Banyan Drive, Maitland, FL 32751.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Initially the sole shareholder shall be Ashley West at 351 Banyan Drive, Maitland, FL 32751.

ARTICLE V

There will initially be one director of the corporation that will constitute the entire Board of Directors, and that shall be Terri West, 351 Banyan Drive, Maitland, FL 32751.

ARTICLE VI

The incorporator for this company shall adopt the initial bylaws for the company. Thereafter, company power to adopt, amend, or repeal the bylaws shall exist exclusively with the shareholders of the company. The shareholders of the company, by majority vote,

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

may delegate one or more other individuals, which may include the Board of Directors, or any member thereof, company power to amend, repeal or adopt bylaws. In the absence of any such delegation, such power shall remain exclusively with the shareholders, and the adoption, amendment, or modification of the bylaws shall only be by majority vote of a quorum of the shareholders. Pursuant to Florida Statute § 607.0207, the only time the Board of Directors shall have the authority and power to adopt, amend, or modify bylaws shall be in the event of an "emergency."

ARTICLE VII

The primary corporate purpose shall include, but not be limited to contracting the professional entertainment services of Ashley West. Ashley West is a professional singer/entertainer. Her services as such shall be contracted by majority vote of a quorum of the Board of Directors. The Board of Directors shall also, by majority vote, make all decisions with regard to investing all monetary and non-monetary proceeds from any such entertainment contracted out. The appointment of and removal of Directors is a power which shall at all times rest with a majority vote of a quorum of all shareholders. Ashley West as sole shareholder acknowledges, by establishing this company, and by appointing directors, she is delegating the ability to contract out her services and to invest monies from those services to others and has, nonetheless empowered the incorporator to establish this corporation.

ARTICLE VIII

Ashley West shall retain exclusive possession of all of the issued shares of the corporation until she is age 18. In no event shall the shares be transferred until that time. She also shall not serve on the Board of Directors in any capacity or have any voting rights of director until after she reaches age 18. At that time she will be free to transfer or otherwise alienate the shares as she desires. While Ashley West may delegate her voting rights pursuant to her shares before the age of 18 years, in no event shall these voting rights be transferred to either her parents Bruce West or Terri West until she reaches the age of majority, 18 years.

ARTICLE IX

Terri West, as the initial sole director of the corporation, shall be entitled to compensation for her services. Initially such compensation shall be ten percent of the total monetary proceeds paid by any vendor or entity with the professional services of Ashley West, but shall not exceed the sum of \$100,000.00 gross total annually. The ability to set, alter, or modify the

compensation of any director shall remain exclusively with the shareholders of the company, and shall be set by a majority vote of a quorum of all shareholders. Terri West, Bruce West or any other director shall be legally entitled to receive no monies from the contracted services or endorsements of Ashley West except as is expressly provided herein. All other monies flowing from the contracted services of Ashley West shall be invested by the Board on her behalf to be eventually paid to her individually or paid to her individually.

ARTICLE X

Under no set of circumstances shall there be deemed an obligation for the corporation to indemnify its directors, officers, employees, or agents. The corporation, pursuant to Florida Statute § 607.0850, is empowered, through a majority vote of a quorum of its shareholders, to provide indemnification to any such individual, but there shall exist no such indemnification right to any such individual in the absence of such a vote.

ARTICLE XI

In the event Ashley West dies before reaching the age of majority, 18 years, the company shall immediately become dissolved, and the Board of Directors shall wind down the corporate affairs in accordance with Florida law.

ARTICLE XII

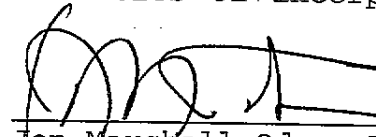
The initial street address of the corporation's registered office is 20 N. Orange Ave., Suite 1500, Orlando, FL 32802. The initial registered agent for the corporation at that address is Brian McClain, Esq.

ARTICLE XIII

The name and street address of the incorporator of these articles of incorporation is

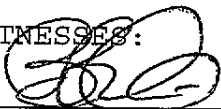
Name	Address
Jon Marshall Oden, Esq.	20 N. Orange Ave.
.....
.....	Suite 1100
.....
.....	Orlando, FL 32802
.....

The undersigned has executed these articles of incorporation on
12th day of Sept., 2000.



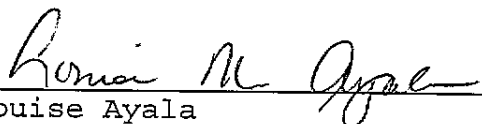
Jon Marshall Oden, Esquire
Florida Bar #0038172

WITNESSES:



Brian McClain, Esq.
Attorney/Registered Agent

I hereby am familiar with and accept the duties
and responsibilities as Registered Agent.



Louise Ayala
Legal Secretary

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TALLAHASSEE, FLORIDA