

W. FLEMMING WARD
ATTORNEY AT LAW

DO10000014155

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February 5, 2001

State of Florida
Division of Corporations
Post Office box 6327
Tallahassee, FL 32314

300003653633-9
-02/06/01--01052--002
*****70.00 *****70.00

Re: P & M Rising Stars Productions, Inc.

Enclosed please find the original and copy of the above captioned Articles of Incorporation, along with a check in the amount of \$70.00 for filing of same. Please do the necessary and return all paperwork to this office.

Thanking you in advance, I am

Sincerely,

Charlotte Floyd
Charlotte Floyd
Legal Assistant for
W. FLEMMING WARD

FILED
01 FEB -6 PM 1:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

/cf
encl/

D. BROWN FEB - 7 2001 ✓

FILED
01 FEB -6 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
P & M Rising Stars Productions, Inc.**

Article I

The name of this corporation is P & M Rising Stars Productions, Inc..

Article II

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III

The address of the principle office of the corporation is 139 Pridgen Drive, Paxton, Florida 32538, and the name and address of its initial registered agent is CHRISTA V. MERRIFIELD, whose address is 139 Pridgen Drive, Paxton, Florida 32538.

Article IV

This corporation is to exist perpetually.

Article V

The number of directors constituting the initial board of directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

CHRISTA V. MERRIFIELD

139 Pridgen Drive
Paxton, Florida 32538

DAVID B. PERT

337 Sandspur Road
Westville, Florida 32464

The number of directors of the corporation set forth above shall constitute the authorized number of directors or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article VI

The name and address of the incorporator(s) are:

CHRISTA V. MERRIFIELD

139 Pridgen Road
Paxton, Florida 32538

DAVID B. PERT

337 Sandspur Road
Westville, Florida 32464

Article VII

The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred (100) divided into one hundred shares of stock at no-par value.

This article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, we, the

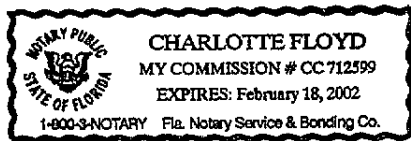
undersigned, have personally executed these articles of incorporation on this the 31st day of January, 2001

Christa V. Merrifield
CHRISTA V. MERRIFIELD

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this the 31st day of January, 2001, by CHRISTA V. MERRIFIELD, (☒) who is personally known to me, or () who produced _____ as identification, and () who did, or (☒) who did not take an oath.



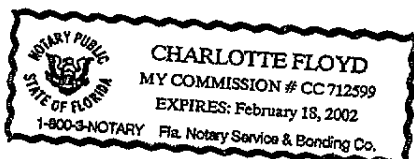
Charlotte Floyd
NOTARY PUBLIC
My commission expires: 2-18-2002

David B. Pert
DAVID B. PERT

STATE OF FLORIDA

COUNTY OF WALTON

The foregoing instrument was acknowledged before me this the 31st day of January, 2001, by DAVID B. PERT, (☒) who is personally known to me, or () who produced _____ as identification, and () who did, or (☒) who did not take an oath.



Charlotte Floyd
NOTARY PUBLIC
My commission expires: 2-18-2002

ACCEPTANCE

I HEREBY CERTIFY that I am a permanent resident of Walton County, Florida, whose address is 139 Pridgen Road, Paxton, Florida 32538. I hereby accept the foregoing designation as Resident Agent.

EXECUTED this the 31st day of January, 2001.


CHRISTA V. MERRIFIELD
Resident Agent

FILED
01 FEB -6 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA