CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CAthay Productions of Central Florida, Inc.

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02/27/01

ARTICLES OF INCORPORATION OF CATHAY PRODUCTIONS OF CENTRAL FLORIDA, INC.

SECRETARY OF SON TALLAHASSEC SECRETARY

The undersigned, acting as sole incorporator, hereby adopts these Articles of Sincerporation and forms a profit corporation (the "Corporation") under Florida Business Corporation Act (the "Act"), as follows:

I. NAME

The name of the Corporation is CATHAY PRODUCTIONS OF CENTRAL FLORIDA, INC.

II. TERM OF EXISTENCE

The date when the corporate existence will commence is February 27, 2001. The Corporation will have perpetual existence thereafter.

IV. PRINCIPAL OFFICE

The principal office of the Corporation is 20505 US Highway 19, Suite 162, Clearwater, Florida, 33764.

V. CAPITOL STOCK

The Corporation is authorized to issue 100 shares of one dollar per share value common stock, which will be designated Common Stock.

VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 20505 US Highway 19, Suite 162, Clearwater, Florida, 33764, and the name of its initial registered agent at such address is Lee-Ann M. Harper.

VII. DIRECTORS

The Corporation will have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than five directors. The address of the initial directors of the Corporation, who will serve until their successors are duly elected and qualifies are:

NAME ADDRESS

Lee-Ann M. Harper Michelle Shawley

20505 US Highway 19, Suite 162 Clearwater, FL 33764

VIII.
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

NAME ADDRESS

Lee-Ann M. Harper 20505 US Highway 19, Suite 162

Clearwater, FL 33764

IX. BYLAWS

The power to adopt, alter or repeal bylaws will be vested in the Corporation's Board of Directors.

X. INDEMNIFICATION

The Corporation will indemnify any director or officer or any former director of officer to the fullest extent permitted by law.

XI. AMENDMENT

These Articles of Incorporation may be amended in the manner proved by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on February 27, 2001.

Lee-Ann M. Harper

Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated February 27, 2001

Lee-Ann M. Harper

