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SHOWWORKS, INC.
9620 Fredericksburg Road
Tampa, Florida 33635

March 1, 2001

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

Secretary of State
Corporate Records Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for SHOWWORKS, INC.

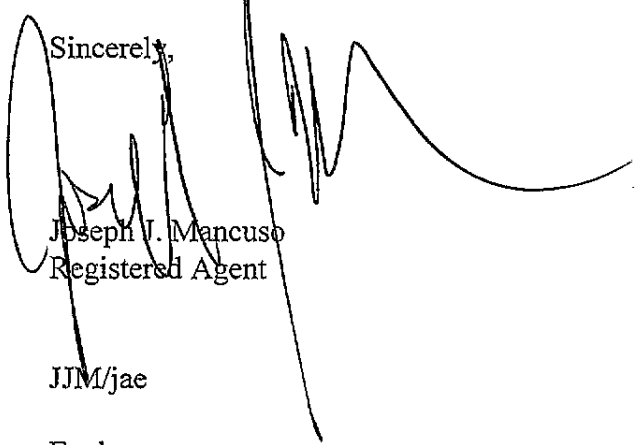
Dear Gentlemen:

Enclosed with this letter is the original and one copy of the Articles of Incorporation for the above named domestic profit corporation. Please register and file the original in your office and return the copy of the Corporate Charter to us as soon as possible.

We have enclosed our check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75), which is full payment for said registration of the above named corporation, the designation of the registered agent, and a certified copy.

Thank you very much for your assistance in this matter.

Sincerely,



Joseph J. Mancuso
Registered Agent

JJM/jae

Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SHOWWORKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executes these articles for the purpose of forming a Domestic Corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE DATA:

a. Name and Address of this Corporation:

SHOWWORKS, INC.
9620 FREDERICKSBURG ROAD
TAMPA, FLORIDA 33635

b. Authorized Shares (Maximum Number and Par Value Per Share):

One Thousand (1,000) shares at a par value of one dollar (\$1.00) per share.

c. Incorporator/Registered Agent and Registered Address:

JOSEPH J. MANCUSO
1932 HOWELL BRANCH ROAD
WINTER PARK, FLORIDA 32792

d. Names and Addresses of the Initial Board of Directors /Stockholders and Percentage Owned:

STEFANIE BARRY 51%
9620 FREDERICKSBURG ROAD
TAMPA, FLORIDA 33635

KIMBERLY ARMITAGE 49%
190 112TH AVENUE N, #728
TAMPA, FLORIDA 33716

ARTICLE 2 - PURPOSE, POWERS AND EXISTENCE: This corporation shall engage in any activity or business permitted by law. This corporation shall have all powers conferred by the State of Florida upon general corporations as amended from time to time; and shall perpetually exist with its existence commencing on the date these Articles are filed.

ARTICLE 3 - CAPITAL: This corporation shall have capital in excess of Five Hundred Dollars (\$500) with which to begin business.

ARTICLE 4 - AMENDMENTS TO ARTICLES: Every amendment to these articles shall be approved by the Board of Directors, as proposed to the stockholders by a majority of the shares of stock entitled to vote thereon at a meeting called for such a purpose or, alternatively, that all stockholders may execute a written consent manifesting their unanimous intention that a certain amendment be made.

ARTICLE 5 - INDEMNIFICATION: This corporation shall to the full extent provided by law indemnify any officer or director, or any former officer or director.

ARTICLE 6 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS:

a. The stockholders shall conduct the business of this corporation acting as, and in lieu of directors when the stockholders purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors, then shall the stockholders be deemed directors of this corporation. The stockholders acting as directors shall take any action required by law that is to be performed by directors.

b. This corporation shall initially, have the number of directors set forth in Paragraph d of Article 1 who shall at the organizational meeting of this corporation which the Incorporator who may have conducted said meeting.

c. Action may be taken by the stockholders without a formal meeting if consent, in writing, setting forth the action to be taken is signed by all stockholders entitled to vote if a meeting had been held. Such consent shall have the effect of a unanimous vote of and by the stockholders. Such consent of said actions shall be held by the corporation secretary as part of the records of the corporation.

d. The business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation, in addition to the stockholders.

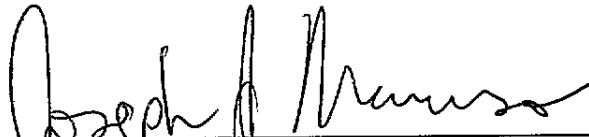
e. The stockholders shall have the right to issue treasury or unissued shares of this corporation for which securities of this corporation which are convertible into a right to subscribe or acquire shares of this corporation and containing such rights or conditions, including preemptive rights, as the stockholders may deem proper.

f. The stockholders may make among themselves the following matters as valid matters of agreement which may be included in any agreements which they make among themselves.

- (1) Limitations upon the bequeathing, pledging and devising of stock of this corporation.
- (2) All other matters of law permitted by the laws of the State of Florida.
- (3) Any limitation on the assignment or transferability of the stock of this corporation held by prospective stockholders.

g. The stockholders of this corporation may approve the reasonable expenses and charges of incorporating this corporation, including attorney's costs and fees, and the reasonable compensation and expenses for the underwriting or sale of the shares of this corporation. For consideration received by the corporation for the issuance of the shares the same may be allowed to be paid out without thereby impairing the fully paid and non-assessable status of such shares.

I, the undersigned Incorporator/Registered Agent hereby affirm that I am familiar with and accept the duties and responsibilities as Incorporator/Registered Agent for said Corporation and hereby execute these Articles of Incorporation, accepting the designation as Incorporator/ Registered Agent of this corporation and agree to comply with all laws relating to Incorporator/Registered Agent.



JOSEPH J. MANCUSO
Incorporator/Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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