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FILED

April 12, 2001

01 APR 23 PM 1:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
CORPORATION DIVISION  
409 E. Gaines Street  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32399

200004045122--9  
-04/23/01--01149--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Rosebud Entertainment, Inc.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for **Rosebud Entertainment, Inc.** and our check in the amount of \$78.75.

Respectfully submitted,



**Rosebud Entertainment, Inc.**

Ken L Gould  
Rosebud Entertainment  
P.O. Box 771412  
Coral Springs, FL 33077

9-24

CERTIFICATE OF INCORPORATION

OF

Rosebud Entertainment, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be:

Rosebud Entertainment, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal and registered office of the corporation shall be:

1275 S.W. 46th Avenue #413  
Pompano Beach, FL 33069

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

Kenneth L. Gould

1275 S.W. 46th Avenue #413  
Coral Springs, FL 33069

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

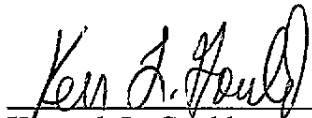
Kenneth L. Gould

1275 S.W. 46th Avenue #413  
Coral Springs, FL 33069

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, Kenneth L. Gould, being competent to contract, have hereunto set their hand and seal this 12 day of April 2001.



Kenneth L. Gould

STATE OF FLORIDA)

COUNTY OF BROWARD)

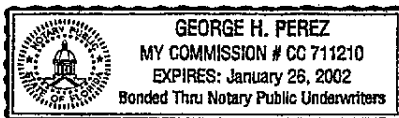
BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Kenneth L. Gould, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 12 day of April, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida

(NOTARY SEAL)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That **Rosebud Entertainment, Inc.**, desiring to organize under the Laws of the State of Florida with its principal and registered offices as indicated in the Articles of Incorporation, in the City of Pompano Beach, County of Broward, State of Florida, has named Kenneth L. Gould as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

Kenneth L. Gould  
Resident Agent

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TALLAHASSEE, FLORIDA