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FILED

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

4th Floor  
Tampa Theatre Building  
707 North Franklin Street  
Tampa, Florida 33602

TELEPHONE: (813)221-5603  
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01 MAY 25 PM 12:56

SECRETARY OF STATE  
POST OFFICE BOX 175027  
TAMPA, FLORIDA 33672

May 24, 2001

BY FEDERAL EXPRESS DELIVERY

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

8000004323988--0  
-05/25/01--01093--004  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Re: PHANTOM OF TAMPA, INC.

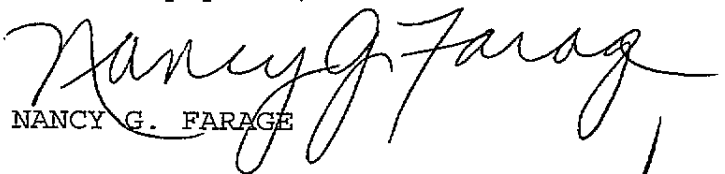
Gentlemen:

Enclosed please find an original and one copy each of the Articles of Incorporation and Certificate of Designation for the above-named corporation. Please file the original Articles and Certificate and return a certified copy to me.

Also enclosed is a check in the amount of \$78.50, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter. Should you have any questions regarding the enclosed documents, please do not hesitate to contact me immediately by telephone.

Sincerely yours,

  
NANCY G. FARAGE

NGF:gaj  
Enclosures

D. WHITE JUN - 4 2001

ARTICLES OF INCORPORATION  
OF  
PHANTOM OF TAMPA, INC.

FILED  
01 MAY 25 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation,  
a natural person competent to contract, hereby forms a corporation  
under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

PHANTOM OF TAMPA, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful  
activities or business permitted under the laws of the United  
States, the State of Florida, or any other state, country,  
territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is  
authorized to have outstanding at any one time is one hundred (100)  
shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 707 North Franklin Street, 4th Floor, Tampa, Florida 33602, and the name and address of the initial registered agent of this corporation is Nancy G. Farage at Tampa Theatre Building, 707 North Franklin Street, 4th Floor, Tampa, Florida 33602.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Nancy G. Farage	Tampa Theatre Building 707 North Franklin Street 4th Floor Tampa, Florida 33602

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

Name

Address

Nancy G. Farage

Tampa Theatre Building  
707 North Franklin Street  
4th Floor  
Tampa, FL 33602

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 24<sup>th</sup> day of May, 2001.

Nancy G. Farage  
Nancy G. Farage

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Nancy G. Farage, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed. Nancy G. Farage is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 24<sup>th</sup> day of May, 2001.

Randi M. Langas  
NOTARY PUBLIC  
Print Name: RANDI M. LANGAS  
My commission expires:



RANDI M. LANGAS  
COMMISSION # CC 659634  
EXPIRES JUN 30, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

01 MAY 25 PM 12:57

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: PHANTOM OF TAMPA,  
INC.
2. The name and address of the registered agent and office is:  
Nancy G. Farage  
(NAME)  
Tampa Theatre Building  
707 North Franklin Street, 4th Floor  
(P.O. BOX NOT ACCEPTABLE)  
Tampa, FL 33602  
(CITY/STATE/ZIP)

SIGNATURE Nancy G. Farage  
(corporate officer)

TITLE incorporator

DATE 5-24-01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Nancy G. Farage

DATE 5-24-01

REGISTERED AGENT FILING FEE: \$35.00