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**ANDREWS LAW GROUP**

**ATTORNEYS AND COUNSELORS AT LAW**

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June 22, 2001

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700004439117--8  
-06/25/01--01088--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: The Circus Group, Inc.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Additionally, enclosed please find a check in the amount of \$78.75 for the Filing Fees, Registered Agent Designation, and Certification.

We request that the Certification be returned to:

The Circus Group, Inc.  
P.O. Box 18967  
Tampa, FL 33679-8967

Thank you in advance for your cooperation and should you require anything further, please do not hesitate to contact me.

Sincerely,



J. TROY ANDREWS, ESQ.

JTA/kr

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01 JUL 16 AM 8:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE JUL 16 2001

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 27, 2001

J. TROY ANDREWS, ESQUIRE  
3220 HENDERSON BLVD  
TAMPA, FL 33609

SUBJECT: THE CIRCUS GROUP, INC.  
Ref. Number: W01000014892

We have received your document for THE CIRCUS GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 601A00038751

**ARTICLES OF INCORPORATION**  
of  
**International Circus Group, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is International Circus Group, Inc.

**ARTICLE II**

The existence of the Corporation shall begin on July 6, 2001.

**ARTICLE III**

The street address of the principal office of the Corporation is 3620 South Hubert Ave, Tampa, Florida 33629-8408.

**ARTICLE IV**

The company may engage in any legal business activity in the State of Florida.

**ARTICLE V**

The maximum number of shares this Corporation is authorized to issue is 1,000,000 (One Million) with a par value \$.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**

The initial street address of the Corporation's registered office is 3220 Henderson Blvd., Tampa, Florida 33609. The initial registered agent for the Corporation at that address is Mr. Troy Andrews, Esq.

**ARTICLE VII**

The initial board of directors shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

**FILED**

01 JUL 16 AM 8:54

Keith Lawrence Arsenault - President, Secretary & Treasurer

3620 South Hubert Avenue  
Tampa, Florida 33629 -8408

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE VIII**

The names and street addresses of the persons signing these articles of incorporation are:

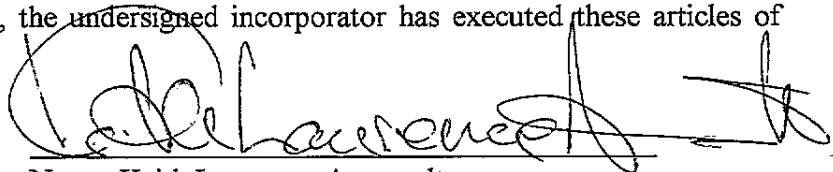
Keith Lawrence Arsenault -

3620 South Hubert Ave  
Tampa, Florida 33629 -8408

**ARTICLE IX**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

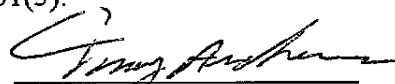
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on July 6, 2001.



Name: Keith Lawrence Arsenault

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for International Circus Group, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
J. Troy Andrews, Esq.

Date: 7/9/01