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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

STARGATE ENTERTAINMENT & MANAGEMENT, INC.

Certificate of Status	0
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DEPT OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STARGATE ENTERTAINMENT & MANAGEMENT, INC.**

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STATE
CLERK
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is **STARGATE ENTERTAINMENT & MANAGEMENT, INC.**

**ARTICLE II
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III
STOCK**

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

**ARTICLE IV
REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 1489 North Military Trail, Suite 114, West Palm Beach, Florida 33409; and the name of the initial registered agent at that address is Michael J. Klein.

**ARTICLE V
DIRECTORS**

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are Dewey B. Gosselin II, Peter J. Basch, and Michael J. Klein, all whose address is 1489 North Military Trail, Suite 114, West Palm Beach, Florida 33409.

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**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Michael J. Klein, 1489 North Military Trail, Suite 114, West Palm Beach, Florida 33409.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 1489 North Military Trail, Suite 114, West Palm Beach, Florida 33409.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of October, 2001.


Michael J. Klein, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Stargate Entertainment & Management, Inc.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the 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.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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