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To:

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

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FLORIDA PROFIT CORPORATION OR P.A.

Simao and Gager Entertainment, Inc.

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ARTICLES OF INCORPORATION OF

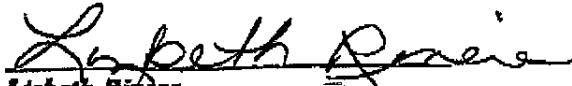
Simao and Gager Entertainment, Inc.

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: Simao and Gager Entertainment, Inc.
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue are 100 with no par value
5. The principal physical and mailing address of the corporation will be: 932 South Wickham Road, West Melbourne, FL 32904 and the name of its initial registered agent at such address is: Mark Anthony Gager
6. The name and address of the sole incorporator is:
Lizbeth Rivera, c/o BlumbergExcelstior Corporate Services, Inc.,
62 White Street, 2nd Floor, New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: October 16, 2001


Lizbeth Rivera
Sole Incorporator

Blumberg Excelstior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of Simao and Gager Entertainment, Inc., the within named corporation.

Dated: October 16, 2001


Mark Anthony Gager
Registered Agent

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013
(212) 431-5000

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