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712 S. OREGON AVENUE
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November 15, 2001

TELEPHONE: (813) 250-0577
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FILED
01 NOV 19 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100004687921--8
-11/19/01--01082--010
*****78.75 *****78.75

Re: Memphis Stage Productions, Incorporated

To Whom It May Concern:

Enclosed are two originals of Articles of Organization for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes

Nancy Barnes, Paralegal

NRB/co

Enclosures

cc: Memphis Stage Productions, Incorporated

20-NRB-18

**ARTICLES OF INCORPORATION
OF
MEMPHIS STAGE PRODUCTIONS, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Memphis Stage Productions, Incorporated.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 601 South Fremont Avenue, Tampa, Florida 33606.

ARTICLE 3

Shares

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606 and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

James V. Mahoney
601 South Fremont Avenue
Tampa, Florida 33606

ARTICLE 6

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 Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

James V. Mahoney
601 South Fremont Avenue
Tampa, Florida 33606

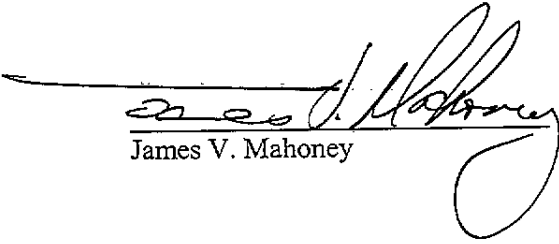
The method of election of directors will be stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

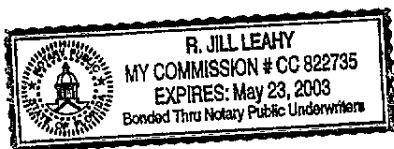
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of November, 2001.

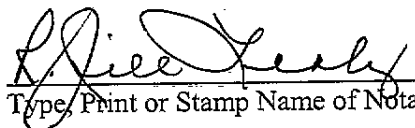

James V. Mahoney

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of November, 2001 by James V. Mahoney.

SEAL

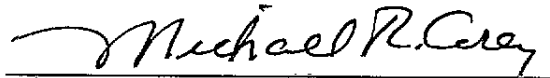



Type, Print or Stamp Name of Notary

Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Michael R. Carey
712 South Oregon Avenue
Tampa, Florida 33606

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