

PO2000015149

FAME 2K
4300 Clarcona Ocoee Rd., #302
Orlando, FL 32810

FILED
02 FEB -5 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bureau of Corporation Records
Charter Division
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/05/02--01072--002
*****70.00 *****70.00

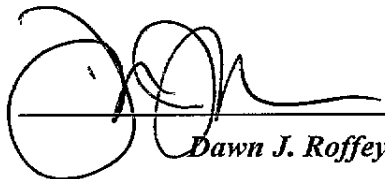
RE: Corporate charter
FAME 2K, Inc.

The enclosed check is for:

filing fee	\$35.00
registered agent	<u>\$35.00</u>
TOTAL	<u>\$70.00</u>

EFFECTIVE DATE
01-29-02

Please return all documents to the above address.
Thank you.



Dawn J. Roffey

Enclosure

gk 2/11

**ARTICLES OF INCORPORATION
OF
FAME 2K, Inc.**

FILED
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SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the corporation is *FAME 2K, Inc.*

**ARTICLE TWO
DURATION**

This corporation shall commence existence as of January 29th, 2002
The term of existence shall be perpetual.

EFFECTIVE DATE
01-29-02

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$ 1.00 per share.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *4300 Clarcona Ocoee Rd., #302, Orlando, FL 32810* and the name of the initial registered agent at such address is *Dawn J. Roffey*.

**ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

<i>Michael A. Smith</i>	<i>100</i>
<i>Calvin Thomas</i>	<i>100</i>
<i>Dawn J. Roffey</i>	<i>100</i>

**ARTICLE NINE
MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

**ARTICLE TEN
INCORPORATION**

The names and addresses of the incorporators are:

*Michael A. Smith
1208 Foxridge Place
Melbourne, FL 32940*

*Calvin Thomas
1373 Crawford Dr.
Apopka, FL 32703*

*Dawn J. Roffey
1580 Woodfield Oaks Drive
Apopka, FL 32703*

**ARTICLE ELEVEN
AMENDMENTS**

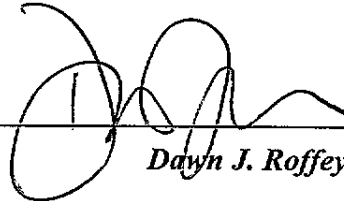
The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

**ARTICLE TWELVE
PRINCIPLE OFFICE ADDRESS**

The mailing address for the principal office is:

4300 Clarcona Ocoee Rd., #302, Orlando, FL 32810

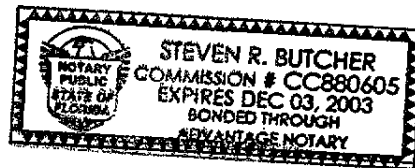
In witness whereof, the undersigned incorporated has executed these Articles of Incorporation this
15 day of January 2002

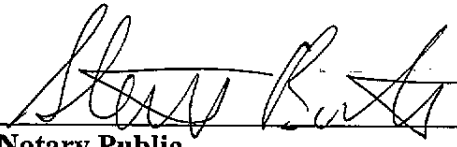

Dawn J. Roffey

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly qualified to take
acknowledgements, personally appeared to me *Dawn J. Roffey* known to be the person described
in and who executed forgoing and acknowledged before me that he executed the same for the
purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 15
day of January 2002




Notary Public
My commission expires:

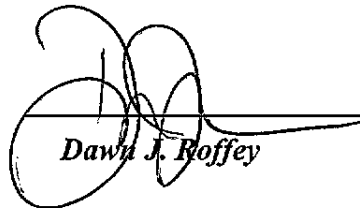
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

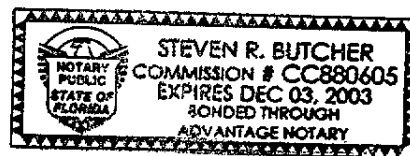
I agree as registered agent to accept service of process: To keep an office open during prescribed hours: To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

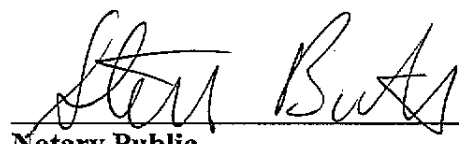

Dawn J. Roffey

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me **Dawn J. Roffey** known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is 15
day of January 2002.




Notary Public
My commission expires:

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at *4300 Clarcona Ocoee Rd., #302, Longwood, FL* has named *Dawn J. Roffey* it's agent to accept service of process within the state.