

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
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From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
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FLORIDA PROFIT CORPORATION OR P.A.

STONEBRIDGE ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STONEBRIDGE ENTERTAINMENT, INC.**

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Stonebridge Entertainment, Inc.
2. Principal Office. The address of the principal office of the Corporation is:

4069 Crockers Lake Boulevard
#2822
Sarasota, Florida 34238
3. Mailing Address. The mailing address of the Corporation is:

PMB #248
8499 South Tamiami Trail
Sarasota, Florida 34238
4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.
5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.
6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

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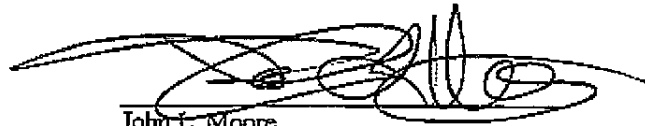
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 20th day of March 2002.

A handwritten signature in black ink, appearing to read 'JL Moore', is written over a horizontal line.

John L. Moore
Incorporator and Registered Agent

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