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FLORIDA PROFIT CORPORATION OR P.A.

GOODMAN ENTERTAINMENT AND MERCHANDISING, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

GOODMAN ENTERTAINMENT AND MERCHANDISING, INC.

ARTICLE I
NAME

The name of this corporation is
GOODMAN ENTERTAINMENT AND MERCHANDISING, INC.
whose principal address is : 11851 ANCHORAGE WAY, BOCA RATON, FLORIDA 33428

ARTICLE II
DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing of the Articles of Incorporation.
This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for
which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common
stock.

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, FL 33441
Fla. Bar No. 934951
(954)480-9691

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at that address is :

BRIAN P. O'SULLIVAN
1401 S.E. 8th Street
Deerfield Beach, Florida 33441-5825

ARTICLE VI
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 By-Laws but shall never be less than one. The name and address of the initial Director of this corporation is:

DONALD GOODMAN
11851 Anchorage Way
Boca Raton, Florida 33428

ARTICLE VII
PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951

ARTICLE VII
INCORPORATOR

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

NAME

ADDRESS

Donald Goodman

11851 Anchorage Way
Boca Raton, Florida 33428


ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of April 2002.



Donald Goodman

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951

NOTARIZATION

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DONALD GOODMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforementioned, this 19th day of April, 2002.

Barbara Ann O'Sullivan
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Barbara Ann O'Sullivan
Commission # 10005724
Expires Nov. 30, 2005
Became Thru
Atlantic Bonding Co., Inc.

Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, Fl. 33441
Fla. Bar No. 934951

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is
submitted in compliance with said Sections:

GOODMAN ENTERTAINMENT AND MERCHANDISING, INC., desiring to organize
under the laws of the State of Florida with its principal office as indicated in the Certificate of
Incorporation, at the City of Deerfield Beach, County of Broward, State of Florida, has named
BRIAN P. O'SULLIVAN located at 1401 S.E. 8th Street, Deerfield Beach, County of
Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Sections relative to keeping open said office.



Brian P. O'Sullivan
REGISTERED AGENT

Prepared by:
Brian P. O'Sullivan, Esq.
1401 S.E. 8th Street
Deerfield Beach, FL 33441
Fla. Bar No. 934951

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