

Division of Corporations

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**P020000061697**

## Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0381

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## FLORIDA PROFIT CORPORATION OR P.A.

## VENTRILOQUIST CORPORATION

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
VENTRILOQUIST CORPORATION,  
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of VENTRILOQUIST CORPORATION, a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is VENTRILOQUIST CORPORATION and the street address of the initial principal office of the Corporation is 226 Canal Point South, Delray Beach, Florida 33444.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of (\$.001) par value Common Stock.

PREPARED BY:

Gerald W. Gritter, Esquire  
Redgrave & Turner LLP  
120 East Palmetto Park Road, Suite 450  
Boca Raton, Florida 33432-6090  
(561) 347-1700  
Florida Bar No. 0282170

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 226 Canal Point South, Delray Beach, Florida 33444, and the name of the initial Registered Agent of the Corporation at that address is Dennis M. Dailey.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the Initial Director of the Corporation is:

Name

Address

Dennis M. Dailey

226 Canal Point South  
Delray Beach, Florida 33444

ARTICLE VI

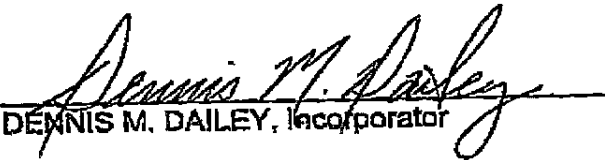
INCORPORATOR

The name and address of the Incorporator of the Corporation is Dennis M. Dailey, 226 Canal Point South, Delray Beach, Florida 33444.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of May, 2002.

  
DENNIS M. DAILEY, Incorporator

  
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for VENTRILOQUIST CORPORATION at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: May 31 2002

By: 

DENNIS M. DAILEY  
Initial Registered Agent

  
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