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Kenneth E. Thiboult
The SynD'Cats, Inc.
10403 Manassas Circle
Orlando, FL 32821
Ofc: (407) 248-8217
Fax: (407) 679-2319

August 26, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
08-26-02

RE: NEW CORPORATION

Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation for my company and our check in the amount of \$78.75 payable to Secretary of State for the filing fees and designation of registered agent.

Sincerely,

Kenneth E. Thiboult

Kenneth E. Thiboult
Treasurer

KET/mh
Enclosures

FILED
02 SEP -3 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 9/9

**ARTICLES OF INCORPORATION
OF
The SynD'Cats, Inc.**

The undersigned Incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE 1 – NAME

The name of this corporation shall be: **The SynD'Cats, Inc.**

ARTICLE II – BUSINESS and ACTIVITIES

This corporation may, and is authorized to, engage in the business of **musical entertainment** and any other activity permitted under the laws of the United States and of the State of Florida.

ARTICLE III – CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV – TERM of EXISTENCE

The effective date upon which this corporation shall come into existence shall be the **twenty-sixth day of August, 2002** upon the filing of these Articles with the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V – INITIAL CORPORATE OFFICE
INITIAL REGISTERED OFFICE and AGENT**

The street address of the initial corporate office of this corporation is:

**10403 Manassas Circle
Orlando, FL 32821**

The name of the initial Registered Agent is:

**Kenneth E. Thiboult
10403 Manassas Circle
Orlando, FL 32821**

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ARTICLE VI – DIRECTORS

- A. The initial number of Directors of this corporation shall be one (4).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- E. The names and street addresses of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this corporation or until their successors are elected or appointed and have qualified is:

Mark A. Wise 1540 Elm Avenue Winter Park, FL 32789	Garland R. Ross 5607 Gatlin Avenue Orlando, FL 32812
Mark N. Miller 11469 Orange Street Orlando, FL 32836	Kenneth E. Thibault 10403 Manassas Circle Orlando, FL 32821
- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this corporation for any cause deemed sufficient by such Shareholders.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII – INCORPORATOR

The name and street address of the Incorporator signing these Articles is:

Kenneth E. Thiboult
10403 Manassas Circle
Orlando, FL 32821

ARTICLE VIII – LOST or DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX – AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X – BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws of this corporation shall be vested in the Shareholders or the Board of Directors of this corporation; provided however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI – NO PREEMPTIVE RIGHTS

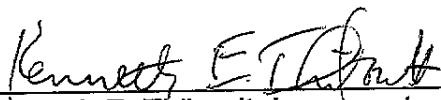
No Shareholder of this corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the corporation may from time to time issue or sell.

ARTICLE XII – OFFICERS

The names of the initial officers of the corporation are as follows:

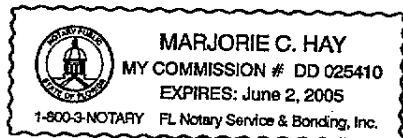
President:	Mark A. Wise
Vice President:	Mark N. Miller
Secretary:	Garland R. Ross
Treasurer:	Kenneth E. Thiboult

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of August, 2002.


Kenneth E. Thiboult, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of August, 2002 by Kenneth E. Thiboult, who is personally known to me or who has produced _____ as identification, and who did not take an oath.




Marjorie C. Hay, Notary Public

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

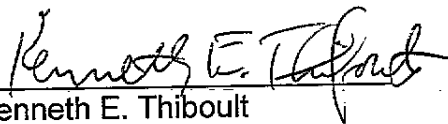
Pursuant to the provisions of sections 607.0501 or 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is: SynD'Cats, Inc.
2. The name and address of the registered agent and office is:

Kenneth E. Thibault
10403 Manassas Circle
Orlando, FL 32821

FILED
02 SEP -3 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Kenneth E. Thibault


Date