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**SOBERING, WHITE & LUCZAK, P.A.**

ATTORNEYS AT LAW

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ORLANDO, FLORIDA 32801

M. BRADLEY LUCZAK  
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CURTIS N. FLAJOLE  
SALLY R. MURRAY

August 14, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

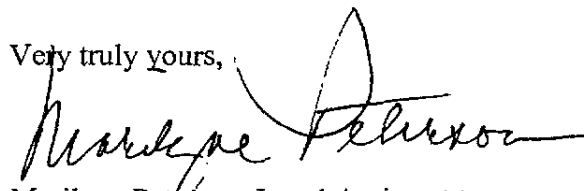
Re: Pointer Entertainment Group, Inc.  
Articles of Incorporation

Dear Clerk:

Enclosed herein for filing, please find the original and one (1) copy of the Articles of Incorporation for Pointer Entertainment Group, Inc. Also enclosed, please find our client's check in the amount of \$78.75, which represents the filing fee, registered agent designation and certified copy fee. After said Articles have been filed, please return a conformed copy to me in the enclosed self addressed, stamped envelope.

Should you have any questions, please contact me at the above telephone number.

Very truly yours,



Marilyne Peterson, Legal Assistant to  
Robert B. White, Jr.

Encls.

**ARTICLES OF INCORPORATION  
OF  
POINTER ENTERTAINMENT GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 AUG 18 PM 2:26

The undersigned hereby makes and subscribes these Articles of Incorporation intending to form a corporation under the provisions of *Chapter 607, Florida Statutes*.

**ARTICLE I - NAME**

The name of this corporation is POINTER ENTERTAINMENT GROUP, INC.

**ARTICLE II - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by *Chapter 607, Florida Statutes*, as presently in effect and as it may be amended from time to time in the future.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of common stock, each share having a par value of \$0.10.

**ARTICLE IV - DURATION**

The corporation is to have perpetual existence, beginning in accordance with law.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10336 Lake Sheen Reserve Boulevard, Orlando, Florida 32836 and the name of the initial registered agent is JEFFREY CONOVER.

## **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this corporation is 10336 Lake Sheen Reserve Boulevard, Orlando, Florida 32836 .

## **ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The initial director of this corporation shall be: JEFFREY CONOVER

## **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE IX - INDEMNIFICATION**

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

## **ARTICLE X - AMENDMENT**

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

## **ARTICLE XI - INCORPORATOR**

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

JEFFREY CONOVER  
10336 Lake Sheen Reserve Boulevard  
Orlando, Florida 32836

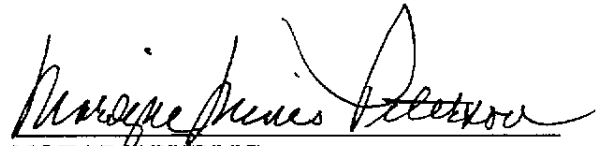
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles  
of Incorporation this 14 day of August, 2003.

Incorporator

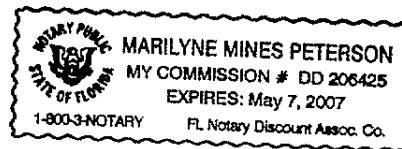
  
JEFFREY CONOVER

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14 day of August, 2003 by  
Jeffrey Conover, who ☐ is personally known to me or who ☒ has produced FL D.C. as  
identification and who did not take an oath.

  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

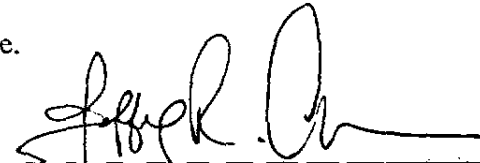


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**DESIGNATION OF REGISTERED AGENT**

Pursuant to Chapter 48.0501, Florida Statutes, the following is submitted in compliance with said Act:

That POINTER ENTERTAINMENT GROUP, INC., a corporation being organized to exist under the laws of the State of Florida with its registered office located at 10336 Lake Sheen Reserve Boulevard, Orlando, Florida 32836, has named JEFFREY CONOVER, located at that address, as its agent to accept service of process within the State.

  
\_\_\_\_\_  
JEFFREY CONOVER

**ACKNOWLEDGEMENT**

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

  
\_\_\_\_\_  
JEFFREY CONOVER