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SECRETARY OF STATE
HALL ANDERSON BLDG
MONTGOMERY, AL

g/11-

Bernard S. Peck

Member FL & CT Bars

Daniel D. Peck

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Member FL Bar

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October 23, 2003

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

Re: Andelot Productions, Inc.

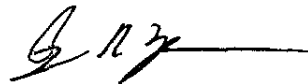
Ladies & Gentlemen:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$78.75 representing the filing fee (\$35.00), registered agent designation (\$35.00) and one certified copy (\$8.75).

Please return the certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,



Craig D. Blume

CDB/og
Enc.

ARTICLES OF INCORPORATION OF
ANDELOT PRODUCTIONS, INC.

FILED
03 OCT 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of this corporation is ANDELOT PRODUCTIONS, INC. and its principal address is 2780 39TH Street S.W., Naples, Florida 34117.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of *filing* of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in any and all entertainment services, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5801 Pelican Bay Blvd., Suite 103, Naples, Florida 34110, and the name of the initial registered agent of this corporation at that address is Craig D. Blume, Esq.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: KENNETH A. CARPENTER, 2780 39TH Street S.W., Naples, Florida 34117.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: KENNETH A. CARPENTER, 2780 39TH Street S.W., Naples, Florida 34117.

ARTICLE VIII

BY-LAWS

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

ARTICLE IX

SHAREHOLDER QUORUM

Sixty percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a three-quarter vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of October, 2003.

Kenneth A. Carpenter
KENNETH A. CARPENTER, Incorporator

FILED
03 OCT 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared KENNETH A. CARPENTER personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22 day of October, 2003.



Craig D. Blume
Notary Public

My Commission Expires:

REGISTERED AGENT ACCEPTANCE

I, Craig D. Blume, Esq. agree to serve as resident agent and accept service for ANDELOT PRODUCTIONS, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 22 day of October, 2003.

Craig D. Blume
CRAIG D. BLUME