

Blumberg Excelsior Fax 888-672-9558 Dec 10 2003 17:12 P.01
P03000148423 Page 1 of 1

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000332697 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

**FLORIDA PROFIT CORPORATION OR P.A.
ALL ECLIPSE ENTERTAINMENT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 DEC 10 AM 9:10

Electronic Filing Menu Corporate Filing Public Access Help

TS
12/11/03

ARTICLES OF INCORPORATION
OF

H03000332697 3

ALL ECLIPSE ENTERTAINMENT, INC.

The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is:

ALL ECLIPSE ENTERTAINMENT, INC.

2. The duration of the corporation shall be perpetual.

3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

4. The aggregate number of shares which the corporation shall have authority to issue is 200 shares at no par value and of one class.

5. The principal address and mailing address of the corporation will be 350 S.Ocean Boulevard, #12D, Boca Raton, Florida 33432

6. The address of the initial registered office will be 11365 Seagrass Circle, Boca Raton, Florida 33498 and the name of its registered agent at such address is: David M. Tfirm.


7. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as members thereof is as follows: J. Daniel Mead, 698 W. Palmetto Park Road, Boca Raton, Florida 33486

8. The name and address of the sole incorporator is:

Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street
New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 9th day of December, 2003.


Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC10013
(212) 431-5000

H03000332697 3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 DEC 10 AM 9:10

BLUMBERSEXCELSIOR

Fax: 888-692-9256

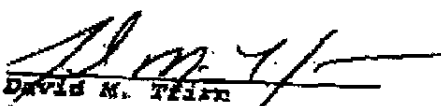
Dec 9 2003 17:12

P.03

H03000332697 3

I, the undersigned, hereby accept appointment as Registered Agent of *ALL ECLIPSE ENTERTAINMENT, INC.*, the above named corporation.

Dated: December 9th⁴, 2003.

By: 
Its: Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 DEC 10 AM 9:10

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212)431-5000

H03000332697 3