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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ST. CHRISTOPHER ENTERTAINMENT, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ST. CHRISTOPHER ENTERTAINMENT, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation shall be: **St. Christopher Entertainment, Inc.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is: **655 Ives Dairy Road, #305, Miami, Florida 33179.**

**ARTICLE III  
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE IV  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of

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common stock shall not have preemptive rights to subscribe to the Corporation's securities.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial Registered Agent of this Corporation is: HYGLIVE HARVEY. The street address of the initial registered office of the corporation in the State of Florida is: **967 N.E. 145<sup>th</sup> Street, North Miami, Florida 33161.**

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial directors are:

| <b><u>NAME</u></b> | <b><u>ADDRESS</u></b>  |
|--------------------|--|
| KIRK HARVEY        | 655 Ives Dairy Road, #305,<br>Miami, Florida 33179               |
| RICHARD HARVEY     | 967 N.E. 145 <sup>th</sup> Street, North<br>Miami, Florida 33161 |
| VINANCIA KNOTT     | 967 N.E. 145 <sup>th</sup> Street, North<br>Miami, Florida 33161 |

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is Kirk Harvey, of 655 Ives Dairy Road, #305, Miami, Florida 33179.

**ARTICLE IX**  
**BYLAWS**

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

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the Corporation, or any former officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE XI**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

**ARTICLE XII**  
**BUY OUT PROVISION**

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter. If, however, the remaining stockholder or stockholders do not wish to

purchase the selling stockholder's stock proportionately, or one stockholder completely, then in that event the selling stockholder shall have the right to buy the remaining stockholder's stock at the price and terms as set forth hereinabove.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 29 day of March, 2004.

  
KIRK HARVEY

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 48.091, Florida Statutes, the Corporation named herein, 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 :**St. Christopher Entertainment, Inc.**
2. The name and address of the registered agent and office is:

**Higlve Harvey**  
**967 N.E. 145<sup>th</sup> Street**  
**North Miami, Florida 33161**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Dated: March 29, 2004.

  
HYGLIVE HARVEY

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