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Division of Corporations

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To:

Division of Corporations  
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From:

Account Name : GEORGE F. INDEST III, P.A. THE HEALTH LAW FIRM  
Account Number : I20000000056  
Phone : (407) 331-6620  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Andrew Ashley Entertainment, Inc.**

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STATE OF FLORIDA  
(H04000072782 3)  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ANDREW ASHLEY ENTERTAINMENT, INC.**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be ANDREW ASHLEY ENTERTAINMENT, INC.

**ARTICLE II - GENERAL PURPOSES**

It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the corporation in the State of Florida is: 1780 Old Mission Road, Edgewater, Florida 32132.

**ARTICLE IV - INCORPORATOR**

The name of the Incorporator is Andrew Ashley, 1780 Old Mission Road, Edgewater, Florida 32132.

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

The name of the initial registered agent of the corporation is Andrew Ashley, 1780 Old Mission Road, Edgewater, Florida 32132.

**ARTICLE VI - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

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**ARTICLE VII - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Hundred Thousand (100,000) shares which shall be designated Common Shares with no par value.

**ARTICLE VIII - NO PREEMPTIVE RIGHTS**

There shall be no preemptive rights for shareholders.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - BYLAWS**

The power to adopt, amend, or repeal Bylaws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE XI - NUMBER OF DIRECTORS**

The initial number of directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the bylaws of the corporation.

**ARTICLE XII - LIABILITY AND INDEMNIFICATION OF  
DIRECTORS, OFFICERS, ETC.**

The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Florida Business Corporation Act as the same may be supplemental and amended from time to time. The corporation shall, to the fullest extent legally permissible under the provisions of Florida Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
at Dania Beach, Florida, on April 5th, 2004.

INCORPORATOR:



ANDREW ASHLEY  
Andrew Ashley Entertainment, Inc.  
1780 Old Mission Road  
Edgewater, Florida 32132  
(as Incorporator)

**ACKNOWLEDGMENT**

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF VOLUSIA    )

The foregoing instrument was acknowledged before me on the 5<sup>TH</sup> day of April, 2004, by ANDREW ASHLEY, as incorporator, who is personally known to me.


  
NOTARY PUBLIC-STATE OF FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

By:  1/5/04 /date  
 Print Name: Andrew Ashley  
 Address: 1780 Old Mission Road  
 Edgewater, Florida 32132

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