

Divis APR. 7. 2004 1:12PM

CORPORATION SVC CO

NO. 507

P. 1

Page 1 of 1

P04000059962

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.

((H04000073846 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

TXI

From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

Fax Number : (850) 558-1575

FLORIDA PROFIT CORPORATION OR P.A.

GARD ENTERTAINMENT INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
04 APR -7 11 047

Electronic Filing Menu

Corporate Filing

Public Access Help

am 11/9

APR. 7. 2004 1:14PM CORPORATION SVC CO

NO. 50740P. 673846 3

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


Re: Gard Entertainment LLC

Dear Sir:

Please be advised that GARD ENTERTAINMENT LLC (the "Company") has no intention of revoking the dissolution of the Company. Further, the Company hereby consents to the use of the name Gard Entertainment Inc.



MARC H. BELL, Member
Date: 4-6-04

STATON FAMILY INVESTMENTS, LTD.,
Member
By: 

Daniel Staton, General Partner
Date: 4-6-04

FILED

04 APR -7 10 047

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED DEPARTMENT OF STATE

000000073044 >

APR. 7. 2004 1:12PM

CORPORATION SVC CO

NO. 507100P-2758463

ARTICLES OF INCORPORATION
OF
GARD ENTERTAINMENT INC.
(a Florida corporation)

Pursuant to Florida Statutes Section 607.0201, the undersigned hereby submits the following Articles of Incorporation of GARD ENTERTAINMENT INC., a corporation being organized under the laws of the State of Florida.

ARTICLE I.

Name

The name of the Corporation is "GARD ENTERTAINMENT INC." (hereinafter called the "Corporation").

ARTICLE II.

Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "FBCA"), including any amendments thereto.

ARTICLE III.

Initial Principal Office

The street address and mailing address of the initial principal office of the Corporation is 6800 Broken Sound Parkway, Boca Raton, Florida 33487.

ARTICLE IV.

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000	\$01	COMMON VOTING

ARTICLE V.

Initial Registered Agent

The street address of the initial registered office of the Corporation is 6800 Broken Sound Parkway, Boca Raton, Florida 33487. The name of the initial registered agent of the Corporation at that address is Marc H. Bell.

ARTICLE VI.

Incorporator

The name and address of the sole incorporator of the Corporation is Marc H. Bell, 6800 Broken Sound Parkway, Boca Raton, Florida 33487.

ARTICLE VII.
Initial Board of Directors

The Corporation's Board of Directors (the "Board of Directors") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The name and address of the initial directors of the Corporation are: (1) Marc H. Bell, 6800 Broken Sound Parkway, Boca Raton, Florida 33487; and (2) Daniel Staton, 6800 Broken Sound Parkway, Boca Raton, Florida 33487.

ARTICLE VIII.
Limitation on Director Liability

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) as provided in Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX.
Indemnification

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE X.
Bylaws

The Board of Directors shall adopt the initial Bylaws of the Corporation for the regulation and management of the affairs of the Corporation. The Corporation's Bylaws may thereafter be amended, altered, or repealed and new Bylaws may be adopted as provided in the Corporation's Bylaws. The Corporation's Bylaws may contain any provisions not inconsistent with law or these Articles of Incorporation.

APR. 7. 2004 1:13PM

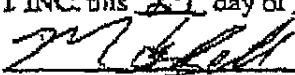
CORPORATION SVC CO

NO. 507 P. 4
104000073846 3

ARTICLE XI.
Amendment

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

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



MARC H. BELL
Incorporator

APR. 7. 2004 1:13PM CORPORATION SVC CO

NO. 507 P. 5
004000073846 3

**CONSENT OF REGISTERED AGENT
OF
GARD ENTERTAINMENT INC.**

The undersigned, Marc H. Bell, having been named as registered agent and to accept service of process for GARD ENTERTAINMENT INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



MARCH H. BELL, Registered Agent
Date: 3/29/04

FILED
04 APR -7 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA