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(Requestor's Name)

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(City/State/Zip/Phone #)

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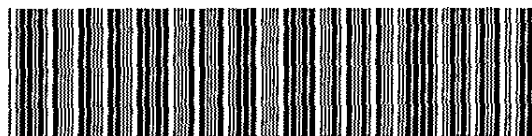
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 MAY 17 PM 2:08

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JOHN JOSEPH McHUGH, JR.  
ATTORNEY AT LAW

333 17TH STREET  
SUITE U  
VERO BEACH, FLORIDA 32960

TELEPHONE  
(772) 778-1100  
TELEFAX  
(772) 778-1047

May 13, 2004

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

RE: Class Act Productions & Entertainment, Inc.

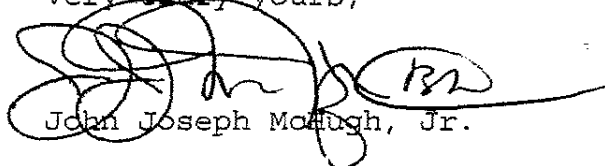
Gentlemen and Ladies:

I am enclosing an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

|                |         |
|----------------|---------|
| Filing Fee     | \$70.00 |
| Certified Copy | \$ 8.75 |
|                | =====   |
| Total          | \$78.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



John Joseph McHugh, Jr.

JJMc:bam  
Enclosures as noted

**ARTICLES OF INCORPORATION**  
**OF**  
**CLASS ACT PRODUCTIONS & ENTERTAINMENT, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 MAY 17 PM 2:09

**ARTICLE I - NAME**

The name of this Corporation is: CLASS ACT PRODUCTIONS & ENTERTAINMENT, INC.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of \$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The initial address of the principal office of this corporation is 432 4<sup>th</sup> Lane, S.W., Vero Beach, Florida, 32962. The mailing address of this corporation is P.O. Box 3272, Vero Beach, Florida, 32964. The Board of Directors may from time to time move the principal office to any other address in Florida.

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the directors constituting the initial Board of Directors are:

| Name           | Address  |
|----------------|--|
| Edwin A. Meade | 432 4 <sup>th</sup> Lane, S.W.<br>Vero Beach, Florida, 32962 |

## **ARTICLE VII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation are:


| Name           | Address  |
|----------------|--|
| Edwin A. Meade | 432 4 <sup>th</sup> Lane, S.W.<br>Vero Beach, Florida, 32962 |

## **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be 432 4<sup>th</sup> Lane, S.W., Vero Beach, Florida, 32962, the registered agent at that same address is Edwin A. Meade.

## **ARTICLE IX - AMENDMENTS**

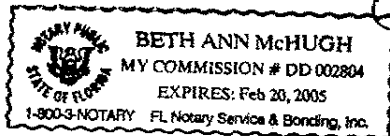
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

  
\_\_\_\_\_  
Edwin A. Meade  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF INDIAN RIVER )

BEFORE ME, the undersigned authority, personally appeared Edwin A. Meade, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 10<sup>th</sup> day  
of May, 2004



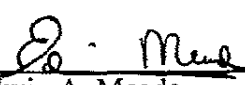
  
Notary Public

My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of CLASS ACT PRODUCTIONS & ENTERTAINMENT, INC., at the place designated in the Articles of Incorporation.

Date: 5-10-04

  
Edwin A. Meade

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 MAY 17 PM 2:09