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STATE
TALLAHASSEE FLORIDA

2005 MAR 21 PM 3:55

gf 3/28/05

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Federal Tax ID No. 05-0615465

March 17, 2005

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

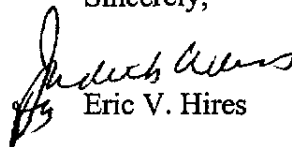
2005 MAR 21 PM 3:55
TALLAHASSEE FLORIDA

RE: Dr. Otto, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Registered Agent. A check for \$70.00 for filing fees is also enclosed.

Sincerely,


Eric V. Hires

EVH/jlw
054938

ARTICLES OF INCORPORATION

OF

DR. OTTO, INC.

2005 MAR 21 PM 3:55

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Dr. Otto, Inc. and its principal place of business shall be located at 1833 Landing Drive, Apt. C, Sanford, Florida 32771

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful entertainment business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand(1,000) share of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1099 West Morse Boulevard, Winter Park, Florida 32789 and the name of the initial registered agent of this corporation at that address is Eric V. Hires.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting

the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Otto Gomez	1833 Landing Drive, Apt. C Sanford, FL 32771

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
President	Otto Gomez	1833 Landing Dr. Apt. C Sanford, Fl 32771
Vice President	Otto Gomez	1833 Landing Drive Apt. C Sanford, Fl 32771
Secretary	Otto Gomez	1833 Landing Drive Apt. C Sanford, Fl 32771
Treasurer	Otto Gomez	1833 Landing Drive Apt. C Sanford, Fl 32771

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Eric V. Hires	1099 West Morse Boulevard Winter Park, FL 32789

ARTICLE X - INDEMNIFICATION

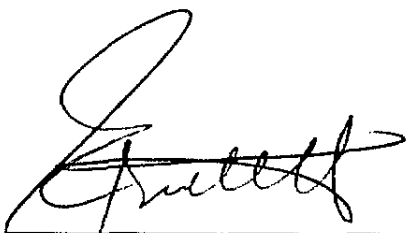
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: February 25th, 2005

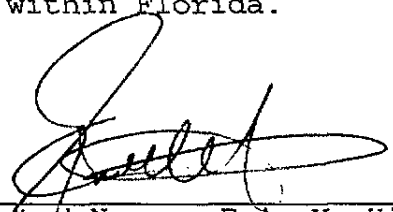
By 
Printed Name Eric V. Hires
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Dr. Otto, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Eric V. Hires, located at 1099 West Morse Boulevard, Winter Park, FL 32789, as its agent to accept service of process within Florida.


Dated: February 25th, 2005

By 
Printed Name: Eric V. Hires
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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: February 25th, 2005

By 
Printed Name Eric V. Hires
Registered Agent

FILED
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CLERK OF STATE
TALLAHASSEE FLORIDA