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FLORIDA PROFIT CORPORATION OR P.A.

krewe of neptune, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 3, 2005

EMPIRE

SUBJECT: KREWE OF NEPTUNE, INC.
REF: W05000027527

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

KREWE OF NEPTUNE, INC.

ARTICLES I - NAME

The name of the Corporation is KREWE OF NEPTUNE, INC.

ARTICLES II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes are paid; otherwise, it shall be the date when the Articles of Incorporation are filed with the Secretary of State and Approved. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue (1000) one - thousand shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share of the stock of this Corporation (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Prepared by: R. Pascal, 300 Ave of the Arts, Ft. Lauderdale, FL 33312 FBN:883025

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 300 Avenue of the Arts, Ft. Lauderdale, Florida, 33312, and the name of the initial Registered Agent is Robert A. Pascal.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of one Director. The number of Directors may be either be decreased or increased from time to time by the By-Laws, but never shall be less than One. The names and addresses of the initial Board of Directors of this Corporation are:

William O'Ware 421 NE 4th Avenue, Fort Lauderdale, Fl. 33301

ARTICLE VIII - CORPORATE ADDRESS

The initial address of this Corporation shall be 300 Avenue of the Arts, Ft. Lauderdale, Florida. 33312.

ARTICLE IX - INCORPORATOR

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

William O'Ware 421 NE 4th Avenue, Fort Lauderdale, Fl. 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th Day of May, 2005.


WILLIAM O'WARE - INCORPORATOR

STATE OF FLORIDA:

ss:

COUNTY OF BROWARD :

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BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared WILLIAM O'WARE, who is personally known to me or has produced _____ as identification designating the person who has executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid this 18th day of May, 2005.

My Commission expires:



Kimberly Shoemaker
Commission #DD256593
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Kimberly Shoemaker
Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for KREWE OF NEPTUNE INC, as designated in the Articles of Incorporation, I, Robert A. Pascal, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 5-18-05

BY: *[Signature]*

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STATE OF FLORIDA:

ss:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and county set forth above, personally appeared Robert Pascal, who is personally known to me or has produced _____ as identification designating the person who accepted this designation as registered Agent of the aforesaid Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 18th day of May, 2005.

My Commission Expires:



Kimberly Shoemaker
Commission #DD256593
Expires: Oct 07, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Kimberly Shoemaker
Notary Public - State of Florida

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