

P06000054268

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2006

THE DRAVES LAW FIRM
% DENORAH A. SAMUEL
120 E. CONCORD STREET
ORLANDO, FL 32801

SUBJECT: BLACKOUT ENT., INC.
Ref. Number: W06000012130

We have received your document for BLACKOUT ENT., INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000014686 - BLACKOUT ENTERPRISES, INC..

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filing Section

Letter Number: 306A00017165



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April 13, 2006

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

RE: Incorporation of Blackout Ent., Inc.
Your reference Number W06000012130

Dear Ms. Poole:

In reference to your letter dated March 13, 21006, please find enclosed the original and one (1) copy of the Articles of Incorporation for Blackout Entertainment, Inc. to replace the Articles for the above-mentioned corporation.

We hope that the revision of the name of the corporation address the issue of the name not being distinguishable from the name of an existing entity.

If you have any questions or require further information, please do not hesitate to contact us. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lauren M. Ilvento". The signature is stylized with a large, sweeping "L" and "I".

Lauren M. Ilvento

Encls.

ARTICLES OF INCORPORATION
OF
BLACKOUT ENTERTAINMENT, INC.

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06 APR 14 PM 12:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be BLACKOUT ENTERTAINMENT, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2408 Locke Avenue, Orlando, Florida, 32818.

ARTICLE III-DATE OF EXISTENCE

This corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV-INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE V-STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE VI-CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VII-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 120 E. Concord Street, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Donna L. Draves, Esq. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII-INCORPORATOR

The name and address of the Incorporator of this Corporation is:

MONTIQUE ANDRE MCLEAN
2408 Locke Avenue
Orlando, Florida 32818

ARTICLE IX-INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2). The initial directors are:

MONTIQUE ANDRE MCLEAN
2408 Locke Avenue
Orlando, Florida 32818

ASTON L. DAVIS
2408 Locke Avenue
Orlando, Florida 32818

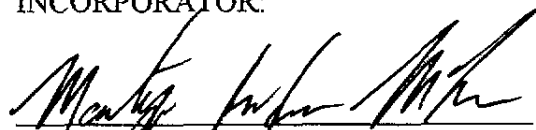
B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

ARTICLE X-NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or of any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this ____ day of April, 2006.

INCORPORATOR:

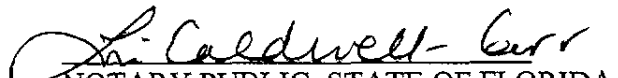


MONTIQUE ANDRE MCLEAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Montique Andre McLean to me known to be the person described in, who presented FL DL M245-541-78-373-0 and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 13th day of April, 2006. ____



NOTARY PUBLIC, STATE OF FLORIDA

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

BLACKOUT ENTERTAINMENT, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 2408 Locke Avenue, Orlando, Florida, 32818, has named DONNA L. DRAVES, ESQ. whose address is 120 East Concord St., Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:


DONNA L. DRAVES

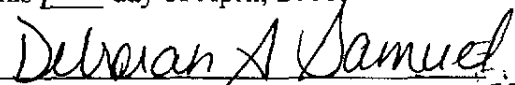
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing Designation and Acceptance and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 13th day of April, 2006.



Deborah A Samuel
My Commission DD170991
Expires January 12, 2007


NOTARY PUBLIC, STATE OF FLORIDA

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06 APR 14 PM 12:07
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TALLAHASSEE, FLORIDA