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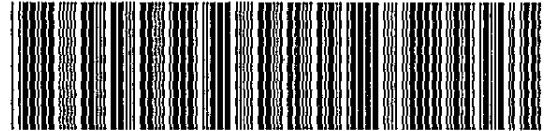
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W/06-19132



BOARD CERTIFIED MARITAL AND FAMILY LAW

CERTIFIED FAMILY AND CIRCUIT MEDIATOR

April 19, 2006

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


Re: ELITE ENTERTAINMENT, INC.  
Articles of Incorporation

To Whom It May Concern:

Please find enclosed one (1) original and one (1) copy of the Articles of Incorporation for ELITE ENTERTAINMENT, INC. Also enclosed is check number 037560 in the amount of \$78.75 to cover the cost of filing and the return of a certified copy in the enclosed self addressed stamped envelope.

Sincerely,

LINDA D. SCHOONOVER, P.A.

By:   
Linda D. Schoonover, Esquire

LDS/cm

Enclosures: Check number 037560  
Articles of Incorporation for ELITE ENTERTAINMENT, INC.,  
(original and copy)  
Self-addressed stamped envelope



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 24, 2006

LINDA D. SCHOONOVER, ESQ.  
1301 S. INTERNATIONAL PARKWAY  
SUITE 1041  
LAKE MARY, FL 32746

SUBJECT: ELITE ENTERTAINMENT, INC.  
Ref. Number: W06000019132

*Joe Blasco Broadband Productions, Inc*

We have received your document for ~~ELITE ENTERTAINMENT, INC.~~ and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.**

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) 245-6972.

Doris Brown  
Document Specialist  
New Filing Section

Letter Number: 806A00027922

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF**

**JOE BLASCO BROADBAND PRODUCTIONS, INC.**

**ARTICLE I – NAME**

The name of the corporation shall be: JOE BLASCO BROADBAND PRODUCTIONS, INC.,(hereinafter referred to as the “ Corporation”).

**ARTICLE II – DURATION**

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

**ARTICLE III – PRINCIPAL PLACE OF BUSINESS**

The principal place of business of JOE BLASCO BROADBAND PRODUCTIONS, INC. shall be: 6107 Metrowest Blvd. Suite 101, Orlando, Florida 32835.

**ARTICLE IV – PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes provided that it will not engage in any act or activity requiring the consent or approval of any government official, department board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

**ARTICLE V – CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:  
**1301 S. International Parkway, Suite 1041, Lake Mary, Florida 32746.**

The name of the initial registered agent of this corporation at that address shall be:  
**Linda D. Schoonover.**

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Section 607.0501 (3) and 607.0505 is enclosed with this appointment.

#### **ARTICLE VII – BOARD OF DIRECTORS AND OFFICERS**

A. This corporation shall have one (1) director initially.

B. The number of directors may be either increased or diminished from time to time by the Bylaws adopted by the shareholder, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

## **ARTICLES VIII – INITIAL BOARD OF DIRECTORS**

A. The name and address of the initial director and officer of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph D. Blasco	6107 Metrowest Boulevard Suite 101, Orlando, Florida 32835	President V.P. Treasurer Secretary

## **ARTICLES X – BYLAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders. Such Bylaws shall be prescribe duties of officers of the corporation and shall include any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

## **ARTICLES XI – ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholder of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restrictive stock option plan, (6) other retirement or incentive compensation plan or (7) medical reimbursement plan.

## ARTICLE XII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 19 day of April 2006.

Linda D. Schoonover  
LINDA D. SCHOONOVER, ESQUIRE

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgment, personally appeared LINDA D. SCHOONOVER, personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person:  
\_\_\_\_\_ and that an oath was/was not taken.

Witness my hand and official seal in the County and State last aforesaid this 19th day of April, AD, 2006



Celeste Murray  
My Commission DD336458  
Expires July 08, 2008

Celeste Murray  
Notary Public  
Print Name: CELESTE MURRAY.

## CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Joe Blasco Enterprises, Inc, I, LINDA D. SCHOONOVER, of 1301 S. International Parkway, Suite 1041, Lake Mary, Florida 32746, hereby accept and agree to act in this capacity.

Linda D. Schoonover  
LINDA D. SCHOONOVER, ESQUIRE  
Fla. Bar No. 513172  
LINDA D. SCHOONOVER, P.A.  
1301 S. International Parkway, Suite 1041  
Lake Mary, Florida 32746  
(407) 771-2000

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