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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Jones Entertainment Group (USA), Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
JONES ENTERTAINMENT GROUP (USA), INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

**ARTICLE I  
Name**

The name of the Corporation is Jones Entertainment Group (USA), Inc.

**ARTICLE II  
Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is 12618 Safe Harbour Drive, Cortez, Florida 34215.

**ARTICLE III  
Shares**

The Corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

**ARTICLE IV  
Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at that address is C T Corporation System.

**ARTICLE V  
Incorporator**

The name and address of the incorporator is Richard A. Jacobson, Esq., 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602.

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**ARTICLE VI**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the fullest extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE VII**  
**Effective Date**

The foregoing amendment shall become effective upon filing with the Department of State of the state of Florida.

Dated this 24th day of November, 2014.

  
Name: Richard A. Jacobson  
Title: Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Jones Entertainment Group (USA), Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and 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 duties and obligations of my position as registered agent.

Dated this 24th day of November, 2014.

**REGISTERED AGENT:**

C T CORPORATION SYSTEM

BY:

*Margaret E. Rautzahn*

NAME:

ITS: MARGARET E. RAUTZAHN

Special Assistant Secretary