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Albert Wayne Gill Esq.,
22360 Overture Circle
Boca Raton, Fl 33428
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FILED
SECRETARY OF STATE
95 FEB 21 AM 10:43

February 20, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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-02/21/95--01139--018
*****70.00 *****70.00

Re: Prestige Caribbean Entertainment Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 which represents the following:

Receiving, filing and indexing	\$ 35.00
Articles of Incorporation	

Registered Agent Fee	<u>35.00</u>
Total	\$70.00

The original is to be filed in your office and the copy stamped as filed and returned to the above address in the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,


A. Wayne Gill

Enclosures
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ARTICLES OF INCORPORATION
OF
PRESTIGE CARIBBEAN ENTERTAINMENT GROUP, INC.

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Article I

Name

The name of the corporation is Prestige Caribbean Entertainment Group, Inc. and is filed pursuant to provisions of Section 607.0401 of Florida Statutes.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

Sandalfoot Professional Building
23257 State Road 7
Boca Raton, FL 33428

The mailing address of this corporation shall be:

Sandalfoot Professional Building
22360 Overture Circle
Boca Raton, FL 33428

Article V

Capital Stock

The corporation is authorized to issue One Hundred Shares (100) shares of One Cent (\$0.01) par value per share Common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Sandalfoot Professional Building 23257 State Road 7, Boca Raton, FL 33428 and the name of the initial registered agent of this corporation at the address is Albert Wayne Gill. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and address of the initial directors of this corporation are listed below:

Albert Wayne Gill	22360 Overture Circle
Sharon Andrea Gill	Boca Raton, FL 33428

Article VIII

Incorporator

The name and address of the person signing these Articles is:

Albert Wayne Gill
22360 Overture Circle
Boca Raton, FL 33428

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal

representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The 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 shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

DATED: February 20, 1995



Albert Wayne Gill
Its President

Article3.wp

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Prestige Caribbean Entertainment Group, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Albert Wayne Gill

Its : President

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