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March 27, 1995

Kevin Smith Entertainment, Inc.  
3635 Kent Dr.  
Naples, FL 33962

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Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Filing of Articles of Incorporation for KEVIN SMITH  
ENTERTAINMENT, INC.

Dear Sirs:

I enclose the original of the Articles of Incorporation for  
Kevin Smith Entertainment, Inc. Further enclosed is my check in  
the amount of \$122.50 payable to the Florida Department of  
State.

Please file the original of the Articles and return your  
receipt and Certified Copy.

If you have any further questions or require additional  
information, please do not hesitate to contact me.

Thank you for your assistance in this matter.

EFFECTIVE DATE Very truly yours,

APR 1 1995

Kevin H. Smith

HW:sg

Enclosures

Fees as follow:  
Certified Copy  
Filing Fee for Articles  
Registered Agent

5106

ARTICLES OF INCORPORATION  
OF  
KEVIN SMITH ENTERTAINMENT, INC.

The undersigned, for the purposes of forming a Corporation under Section 607.164 of the Florida General Corporation Act, do hereby certify as follows:

ARTICLE I  
Corporate Name and Address

The name of the corporation is Kevin Smith Entertainment, Inc. and the street address of the Corporation is:

3635 Kent Drive  
Naples, FL. 33962

ARTICLE II  
Corporate Purposes

The Corporation is organized to function as entertainment and any related business services and to otherwise engage in any activity or business permitted under the laws of the United States of America and in the state of Florida.

ARTICLE III  
Authorized Stock

The aggregate number of shares of the Corporation shall be 50,000, of which 1,000 are to be issued as voting common stock with a par value of \$1.00.

EFFECTIVE DATE

APR 1 1995

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**ARTICLE IV**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the state of Florida shall be 3635 Kent Drive., Naples, FL. 33962.

The name of the initial registered agent of the corporation at the registered office shall be: Kevin H. Smith.

**ARTICLE V**  
**Initial Board of Directors**

The initial board of Directors of the Corporation shall be comprised of one person. The name and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kevin H. Smith	3635 Kent Drive Naples, FL. 33962

**ARTICLE VI**  
**Incorporator**

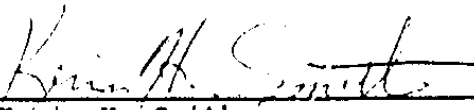
The name and address of the Incorporator of the Corporation is: Kevin H. Smith, 3635 Kent Drive., Naples, FL. 33962.

**ARTICLE VII**  
**Commencement of Existence**

The Corporation shall be deemed to commence on the 1st. day of April, 1995.

**ARTICLE VIII**  
**Duration**

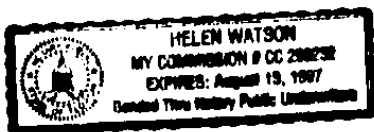
The term of existence of the Corporation is perpetual.  
IN WITNESS WHEREOF, the undersigned, as Incorporator has  
executed the foregoing Articles of Incorporation this 27th.  
day of March, 1995.

  
\_\_\_\_\_  
Kevin H. Smith  
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

Before me personally appeared Kevin H. Smith to me  
personally known to be the person described as Incorporator and  
who executed the foregoing Articles of Incorporation and  
acknowledged before me that the subscribed to these Articles of  
Incorporation this 27th. day of March 1995.



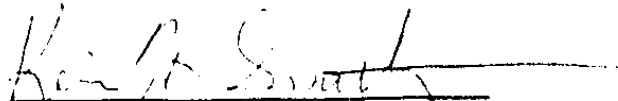
  
\_\_\_\_\_  
Notary Public, Helen Watson  
My Commission Expires: 8-13-97

ACCEPTANCE OF REGISTERED AGENT

FOR

KEVIN SMITH ENTERTAINMENT, INC.

I, Kevin H. Smith, having signed the within as registered agent of Kevin Smith Entertainment, Inc. (the Corporation) at registered address of 3635 Kent Drive., Naples, FL. 33962, do hereby agree as the registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, Kevin H. Smith and that of any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



Kevin H. Smith  
Registered Agent

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