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MORRISON, GILMORE & CLARK
ATTORNEYS AT LAW

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TAMPA, FLORIDA 33606

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TAMPA, FLORIDA 33601-0958
TELEPHONE (813) 251-2204
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May 15, 1995

Ms. Doris McDuffie
State of Florida
Corporation Division
The Old Jail
409 East Gaines Street
Tallahassee, FL 32301

RE: ARTICLES OF INCORPORATION

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees for Articles of Incorporation.

If you have any questions, please contact me at the number shown above. Thank you as usual for your assistance.

Sincerely,

Robert B. Morrison, Jr. /s/
ROBERT B. MORRISON, JR., ESQ., for
MORRISON, GILMORE & CLARK
(Signed in Mr. Morrison's absence
to avoid delay)

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
A CUT ABOVE PRODUCTION, INC.

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95 MAY 18 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this Corporation is A CUT ABOVE PRODUCTION, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To provide a networking atmosphere for professionals in a variety of venues and locations;

To identify and bring in performing artists and production thereof for public charge; management and promotion of performing artists; development of programming for profit and non-profit groups and organizations.

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, invest, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real,

personal or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

To promote or aid in any manner, financially or otherwise, any person, firm, association or proportion, and to guarantee contracts and other obligations;

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as any natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE FOUR - CAPITALIZATION

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any shares of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof authorized by the articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office is 6119 Memorial Highway #19, Tampa, Florida 33615, and the name of the corporation's registered agent at such address is ANDRE STEADMAN, principal place of business is 6119 Memorial Highway #19, Post Office Box 3102312, Tampa, Florida 33680.

ARTICLE SIX - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the names the name and address of the person who is to serve as the initial director and officer is:

<u>Name</u>	<u>Address</u>
Andre Steadman	Post Office Box 310231 Tampa, FL 33680

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Andre Steadman	Post Office Box 310231 Tampa, FL 33680

ARTICLE EIGHT - PRE-EMPTIVE RIGHTS

When the Board of Directors so determine, the increased stock provided by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

ARTICLE NINE - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December thirty-first.

ARTICLE TEN - SUBCHAPTER "S" CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE ELEVEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

ARTICLE TWELVE - NONASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation, nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE THIRTEEN - BOARD OF DIRECTORS

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation

shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

ARTICLE FOURTEEN - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation as Incorporator of A CUT ABOVE PRODUCTION, INC., on this 11th day of May, 1995.

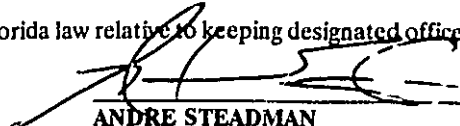

ANDRE STEADMAN

CERTIFICATE

That A CUT ABOVE PRODUCTION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 6119 Memorial Highway #19, Tampa, Florida, Hillsborough County, State of Florida, 33615, has named ANDRE STEADMAN, located at 6119 Memorial Highway #19, ~~Post Office Box 31922~~, Tampa, County of Hillsborough, State of Florida 33680, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

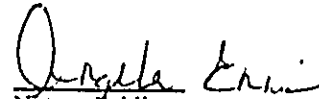

ANDRE STEADMAN

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 11th ^{May 04} day of September, ¹⁹⁹⁵
~~1992~~, by ANDRE STEADMAN, Resident Agent, of A CUT ABOVE PRODUCTION, INC. a

Florida corporation, on behalf of the corporation who has produced
FL DL # S335-007-64-324⁰ as identification or is personally known to me and did
take an oath.


Notary Public

My Commission Expires:

I am, a-cut-above, not

