

MARK D. DAVIS

Attorney at Law

The Professional Building

10 E. Baldwin Avenue

Suite 5

Post Office Box 450

DeFuniak Springs, Florida 32433

(904) 892-5838

May 16, 1995

The Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl. 32301

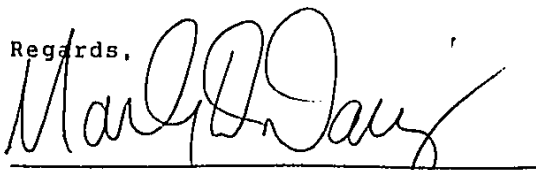
RE: *Benn Ladd, Inc.*

Enclosed is an original and one copy of the Articles of Incorporation and a Designation of Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed.

Regards,



Mark D. Davis

Attorney

P.O. Box 450

DeFuniak Springs, Fl. 32433

(904) 892-5838

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FILED  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
BENN REDD, INC.**

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE  
NAME**

The name of the corporation is BENN REDD, INC.

**ARTICLE TWO  
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State

**ARTICLE THREE  
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

- (1) To engage in the professional entertainment business and to promote the career and professional reputation of Benn Redd.
- (2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, 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, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, 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, real property (improved or 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.

(3) 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.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(5) 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 person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 607.001 to 607.414 of the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world. The foregoing statement of purposes shall be

construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise 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 expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the general powers.

#### **ARTICLE FOUR CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is ten and shall have no par value.

#### **ARTICLE FIVE REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10 E. Baldwin Avenue, Suite 5, DeFuniak Springs, FL 32433; and the name of its initial registered agent at such address, is MARK D. DAVIS.

#### **ARTICLE SIX DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of each person who is to serve as a member of the initial board of directors are:

BENJAMIN CHARLES REDD  
5359 Cox Lane  
Crestview, Florida 32539

GEORGIA CAMPBELL  
1973 Highway 280-A  
DeFuniak Springs, Florida 32433

ARTICLE EIGHT  
INCORPORATOR

The name and address of each incorporator is:

GEORGIA CAMPBELL  
1973 Highway 280-A  
Post Office Box 490  
DeFuniak Springs, Florida 32433

ARTICLE NINE  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1973 Highway 280-A, DeFuniak Springs, Florida 32433.

ARTICLE TEN  
SUBCHAPTER S CORPORATION

This corporation is organized as a Subchapter S Corporation under the applicable law as found in the Federal Statutes.

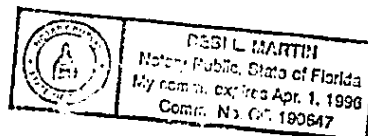
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 15 day of May, 1995.

Georgia Campbell  
Georgia Campbell

STATE OF FLORIDA  
COUNTY OF WALTON

The foregoing was acknowledged before me this 15 day of May, 1995, by Georgia Campbell, who produced as identification a valid Florida Driver's License and who did not take an oath.

Reginald L. Martin  
Notary Public ( )  
My Commission Expires:



To: The Department of State  
Tallahassee, Florida 32304

FILED  
95 MAY 19 PM 3:04  
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR A  
FLORIDA CORPORATION

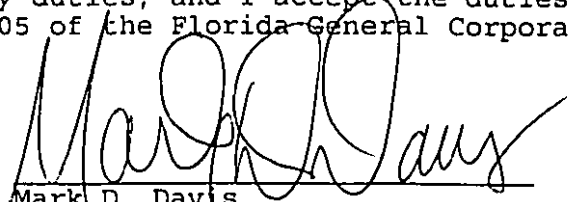
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BENN REDD, INC.
2. The name of the registered agent is MARK D. DAVIS.
3. The name of the registered agent/registered office is 10 E. Baldwin Avenue, DeFuniak Springs, Florida, 32433.

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated May 16, 1995.

  
Mark D. Davis