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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 603613 90699A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : May 23, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 603613

CUSTOMER NO: 90699A

CUSTOMER: Lawrence G. Walters, Esq  
DORAN ANDERSON WALTERS ROST &  
SELTNER  
P. O. Box 15110

Daytona Beach, FL 32115

DOMESTIC FILING

NAME: SOUTH 41 ENTERTAINMENT, INC.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

50000014968000  
-05/23/95--01094--001  
\*\*\*\*122.50 \*\*\*\*122.50

RECEIVED  
MAY 23 11:11:47  
DIVISION OF CORPORATION

FILED  
95 MAY 23 PM 2:33  
SECRET  
TALLAHASSEE, FLORIDA

T. BROWN MAY 23 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH 41 ENTERTAINMENT, INC.**

FILED  
95 MAY 23 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be South 41 Entertainment, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 Common shares of stock at a par value of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have

the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Hold Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be ONE

(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Sean B. McCabe  
5221 E. Colonial Drive  
Orlando, FL 32807

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be: 5221 E. Colonial Drive, Orlando, Florida 32807.

The name of the individual who shall serve as this corporation's initial registered agent at the following address is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: Lawrence G. Walters, Esquire, 444 Seabreeze Blvd., Suite 800, Daytona Beach, Florida 32118.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

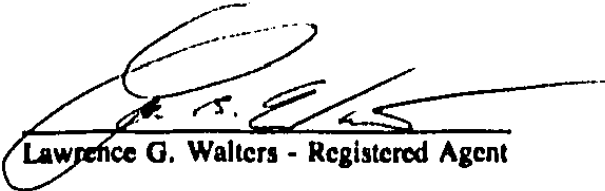
**ARTICLE XII. MAILING ADDRESS**

The mailing address of the Corporation is Post Office Box 15110, Daytona Beach, Florida 32115.



Lawrence G. Walters - Incorporator

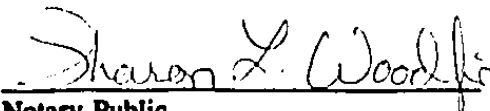
I hereby accept my designation as resident agent and agree to serve as the resident agent of South 41 Entertainment, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for South 41 Entertainment, Inc.

  
Lawrence G. Walters - Registered Agent

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95 MAY 23 PM 2:33  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF VOLUSIA

On May 22, 1995, Lawrence G. Walters, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of South 41 Entertainment, Inc.

  
Notary Public



SHARON L. WOODFIN  
MY COMMISSION # CC 124284 EXPIRES  
July 8, 1995  
BONDED THRU TROY FARM INSURANCE, INC.