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TRANSMITTAL LETTER

July 29, 1995

Department Of State  
Division Of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000001554140  
-08/07/95--01048--012  
++++\$70.00 +++++\$70.00

SUBJECT: ANDRE WRIGHT PROMOTIONS, INC.

Please find enclosed two copies of the Articles of Incorporation for the above named corporation and the Certificate of Designation for the registered agent and registered office. Enclosed is a check for \$70.00. A return envelope is provided.

Andre Wright  
Andre Wright  
189 Bradley Place  
Palm Beach, FL 33480  
305-423-1939

AUG 8 1995

BSH

FILED  
95 AUG -7 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ANDRE WRIGHT PROMOTIONS, INC.

FILED  
95 AUG -7 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be Andre Wright Promotions, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 189 Bradley Place, Palm Beach, FL 33480.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 200.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Andre Wright, 189 Bradley Place, Palm Beach, FL 33480

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Andre Wright, 189 Bradley Place, Palm Beach, FL 33480. The incorporator of the corporation assign to this corporation his right under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VI BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholder, except that the Board of Director may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Directors.

#### ARTICLE VII. AMENDMENTS

The corporation reserves the right to amend, alter change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Director. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

The undersigned has executed these Articles of Incorporation this 29th day of July, 1995.

  
\_\_\_\_\_  
Andre Wright, 189 Bradley Place, Palm Beach, FL 33480

**CERTIFICATE OF DESIGNATION**

FILED

95 AUG -7 PM 2:00

**REGISTERED AGENT/REGISTERED OFFICE**

FILED - TALLAHASSEE, FLA

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 ANDRE WRIGHT PROMOTIONS, INC.
2. The name and address of the registered agent and office is Andre Wright, 189 Bradley Place, Palm Beach, FL 33480

Signature: Andre Wright Title: Registered Agent

Date: July 29, 1995

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: Andre Wright Date: July 29, 1995