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TALLAHASSEE, FL 32301

800-342-8086

CONTACT PERSON: Jennifer Bran

904-222-0191 FAX

EXAMINER'S INITIALS:



ACCOUNT NO. : 072100000032

REFERENCE : 790514 170291A

AUTHORIZATION :

Patricia Pyjuts

COST LIMIT : \$ 70.00

ORDER DATE : January 3, 1996

ORDER TIME : 10:42 AM

200001677102

ORDER NO. : 790514

CUSTOMER NO: 170291A

CUSTOMER: Anthony D. Bartirome, Esq
ANTHONY D. BARTIROME, P.A.
SUITE 408
2 North Tamiami Trail

Sarasota, FL 34236

EFFECTIVE DATE
JAN - 1 1996

DOMESTIC FILING

NAME: AMRICK ENTERTAINMENT, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN JAN - 4 1996

RECEIVED
96 JAN - 3 PM 12:07
DIVISION OF CORPORATION

FILED
96 JAN - 3 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JAN - 1 1996

ARTICLES OF INCORPORATION
OF
AMRICK ENTERTAINMENT, INC.

FILED
96 JAN -3 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is **AMRICK ENTERTAINMENT, INC.**

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 3230 E. Bay Drive, Holmes Beach, Florida 34217. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 3230 E. Bay Drive, Holmes Beach, Florida 34217. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - EFFECTIVE COMMENCEMENT DATE AND DURATION

This corporation shall commence its corporate existence effective the 1st day of January, 1996 and this corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE 6. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 7. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3230 E. Bay Drive, Holmes Beach, Florida 34217, and the name of the initial registered agent of this corporation at that address is Michael Rosenbluth.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Fran Rosenbluth
8304 12th Ave. Drive NW
Bradenton, Florida 34209

Michael Rosenbluth
8304 12th Ave. Drive NW
Bradenton, Florida 34209

ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

Anthony D. Bartirome, Esq.
2 No. Tamiami Trail, Suite 408
Sarasota, Florida 34236

ARTICLE 11. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 12. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 2nd day of January, 1996.



ANTHONY D. BARTIROME

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing Articles of Incorporation were subscribed and acknowledged before me by ANTHONY D. BARTIROME, as Incorporator, who is personally known to me or who has produced _____ as identification and who did take an oath, this 2nd day of January, 1996. [If the foregoing does not include a reference to

production of a document or other item as identification, then, where such blank space appears, it shall be conclusively presumed that the person acknowledged is personally known to the Notary Public.]



MARTHA H. OWEN
My Comm Exp. 10/04/96
Bonded By Service Ins
No. CC232982
I am personally known

Notary Public

Sign

Martha H. Owen

Print

Martha H. Owen

Serial Number, if any

My Commission Expires: 10/4/96

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
AMRICK ENTERTAINMENT, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge that I am familiar with the obligations associated with the office of Registered Agent and I accept such appointment and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 2, 1996.

Michael Rosenbluth, Registered Agent for
Amrick Entertainment, Inc.