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LAW OFFICE
ALBERT S. LAGANO, P.A.
A Professional Association
Attorney and Counselor at Law

25 West New Haven Avenue
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Post Office Box 897
Melbourne, Florida 32902-0897

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Reply to Melbourne

January 24, 1996

Secretary of State of Florida
Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

100001699431
-01/26/96--01081--014
*****70.00 *****70.00

RE: JERRY D. ROBERTS ENTERTAINMENT, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy to the above address.

Sincerely,


Albert S. Lagano, Esq.

Encl.

/tad

1-3196
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FILED
96 JAN 26 12:10:11
CLERK OF COURT
JERRY D. ROBERTS

ARTICLES OF INCORPORATION
OF
Jerry D. Roberts Entertainment, Inc.

ARTICLE I

Name

The name of this Corporation is Jerry D. Roberts Entertainment, Inc.

ARTICLE II

Duration

This Corporation shall have perpetual existence.

ARTICLE III

Purpose

The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any all lawful business activity permitted under the laws of the United States and of the State of Florida.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the

or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon Corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue ONE thousand shares of common stock with par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent and Principal Office

The street address of this principal office of this Corporation is: 4500 North Dixie Highway, Palm Bay, Florida 32905, and the name and address of the initial registered agent of this Corporation is:

Albert S. Lagano, Esq.

25 W. New Haven Avenue, Suite E

P.O. Box 897

Melbourne, FL 32902-0897

ARTICLE VI

Initial Board of Directors

The Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time as set forth by the By Laws but in any event, shall

not be less than one. The names and addresses of the initial directors are:

Jerry Roberts 4500 North Dixie Highway, Palm Bay, FL 32905

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is Jerry Roberts, 4500 North Dixie Highway, Palm Bay, Florida 32905.

ARTICLE VIII

Pre-Emptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Officers

The officers of the Corporation shall upon be a President and Secretary. Until the first meeting of the Board of Directors or until its successors are elected and have qualified, the following shall be the officers of the Corporation.

Jerry Roberts

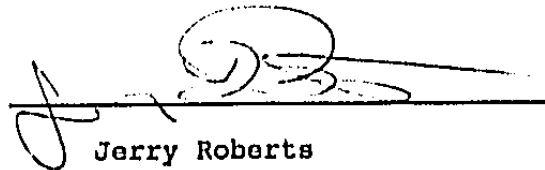
PRESIDENT and SECRETARY

ARTICLE XI

Commencement of Existence

This Corporation shall have perpetual existence which shall begin on date of filing by the Secretary of State.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this ____ day of December, 1995.



Jerry Roberts

STATE OF FLORIDA:

COUNTY OF BREVARD:

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared Jerry Roberts, to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed

my official seal in the State and County aforesaid this 22nd day of January, 1996.



Theresa A. Lagano
Notary Public
My Commission Expires:

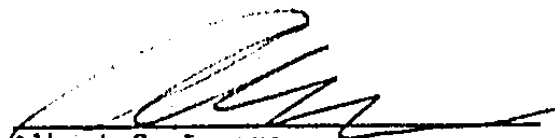
DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First That Albert S. Lagano, P.A., a Professional Association, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Melbourne, State of Florida, has named Albert S. Lagano, located at 25 W. New Haven Ave., Suite E, P.O. Box 897, Melbourne, Florida 32902-0897, County of Brevard, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act, relative to keeping open said office.



Albert S. Lagano
Registered Agent

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JAN 23 1961
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