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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 25, 1996

EMPIRE

TALL, FL 32301

SUBJECT: TICKETS ETC. INC. Ref. Number: W96000013488

We have received your document for TICKETS ETC. INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser Corporate Specialist

Letter Number: 596A00031489 2

ARTICLES OF INCOMPORATION

M. PRINCE, INC.

The undersigned, for the purpose of forming a Corpbration under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

LITECTIVE DATE

ARTICLE 1

The name of the Corporation is: M. PRINCE, INC.

ARTICLE II DURATION

The duration of the Corporation is perpetual.

ARTICLE III PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the Principal office of the Corporation is 2506 Bradley Dr., Kissimmee, Fl 34746 and the name of its initial Registered Agent at that address is Cathleen Prince.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be

increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Michael Prince, 7506 Bradley Dr., Kissimmee, Fl 34746.

Cathleen Prince, 2506 Bradley Dr., Kissimmee, Fl 34746.

ARTICLE VII INCORPORATORS

The name and address of each Incorporator is as follows: Michael Prince, 2506 Bradley Dr., Kissimmee Fl 34746.

Cathleen Prince, 2506 Bradley Dr., Kissimmee, Fl 34746.

ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE X BY-LAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the By-Laws must be approved by a majority of the Shareholders.

ARTICLE XI COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

of Incorporation on this 2c day of ______, 1996.

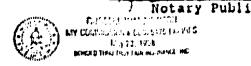
Incorporator

STATE OF PLOKIDA : COUNTY OF OSCEOLA:

DEFORE HE, personally appeared Michael Prince to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that s/he executed said instrument for the purposes therein expressed.

WITHESS my hand and official seal this ZQ day 1396.

My commission expires:



BEFORE ME, personally appeared Cathleen Prince to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that s/he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this ZO day of June, 1996.

My commission expires:

nuctations Notary Public MY COMMUNICAL CONTESTS EXPRES May 11, 1958 CREATHER THE THE HELPHANEL INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Tickets Etc. Inc., which is contained in the foregoing Articles of Incorporation.