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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 018216 5010027

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 12, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 018216

CUSTOMER NO: 5010027

500001893155

CUSTOMER: Rodney M. Phelps, Esq
RODNEY M. PHELPS, ESQ.

54 Music Square East
Suite 300
Nashville, TN 37203

DOMESTIC FILING

NAME: MARLOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

502-672
W96 - K748

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 15 PM 12:08

RECEIVED
96 JUL 15 AM 11:07
FBI
DIVISION OF CONSTITUTION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 15 PM 12:08

July 15, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MARLOR, INC.
Ref. Number: W96000014748

RESUBMIT

Please give original
submission date as file date.

We have received your document for MARLOR, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 096A00034210

RECEIVED
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DIVISION OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

MARLOR ENTERTAINMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 15 PM 12:00

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MARLOR ENTERTAINMENT GROUP, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 423 Northeast 16th Avenue, Fort Lauderdale, Florida 33301.

THIRD: The number of shares that the corporation is authorized to issue is 100,000, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 423 Northeast 16th Avenue, Fort Lauderdale, Florida 33301.

The name of the initial registered agent of the corporation at the said registered office is Loretta Breznikar.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME

Mark Anspacher

ADDRESS

500 Central Avenue

Albany, NY 12206

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose of the corporation is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 5, 1996.


Mark Anspacher, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: 
Loretta Breznikar, Registered Agent

Date: 7/8/96

FILED STATE
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DIVISION OF CORPORATIONS
96 JUL 15 PM 12:08