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BRANDON, FLORIDA 33511

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FILED

95 AUG 26 PM 3:41

JOHN EUGENE SULLIVAN

GARDNER WISE BECKETT  
OF COUNSEL  
(1923-1993)

August 21, 1996

BRANCH OFFICE  
TALLAHASSEE, FLORIDA  
ST. PETERSBURG, FLORIDA  
(813) 347-0615

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

7000001938477  
-00/27/96--01141--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Carizma Entertainment, Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above captioned corporation and a check payable to your order in the amount of \$70.00. Please return a file-stamped copy of the Articles of Incorporation to my office in the envelope provided.

Very truly yours,

*John E. Sullivan*  
John E. Sullivan JH

JES:lh  
Enc.

PK  
8/28/96

ARTICLES OF INCORPORATION  
OF  
CARIZMA ENTERTAINMENT, INC.

FILED  
96 AUG 26 PM 3:41  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

CARIZMA ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 1406 New Britain Drive, Brandon, FL 33511, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1406 New Britain Drive, Brandon, FL 33511, and the name of the initial registered agent of the corporation at that address is Patrick F. Rometo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have three officers and one director, initially. The names and street addresses of the initial officers and director who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Patrick F. Rometo  
1406 New Britain Drive  
Brandon, FL 33511

Dir/Pres/Sec/Treas

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Patrick F. Rometo  
1406 New Britain Drive  
Brandon, FL 33511

IN WITNESS WHEREOF, the undersigned incorporator has signed  
these Articles of Incorporation on the 21st day of August 1996.  
TALLAHASSEE, FLORIDA

Patrick F. Rometo  
Patrick F. Rometo

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Patrick F. Rometo having a business office identical with the registered office of the corporation named in the foregoing Articles, and having been designated as the Registered Agent in the foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Patrick F. Rometo  
Patrick F. Rometo