

P96000074231

Attorneys and Counselors at Law
Post Office Drawer 950
Apopka, Florida 32704-0950

Johnie A. McLeod
Raymond A. McLeod
William J. McLeod

August 22, 1996

48 East Main Street
Telephone: (407) 886-3300
Facsimile: (407) 886-0087

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

900001998899
-09/04/96--01159--012
****122.50 ****122.50

RE: Worldstage Productions, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,

Raymond A. McLeod/jlk
Raymond A. McLeod

RAM/jlk

Enclosures

nc SEP 6 1996

**ARTICLES OF INCORPORATION
OF
WORLDSTAGE PRODUCTIONS, INC.**

THE UNDERSIGNED, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **WORLDSTAGE PRODUCTIONS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name of the Initial Registered Agent is **RAYMOND A. McLEOD** whose mailing address is 48 East Main Street, Apopka, Florida 32703 and the principal office of this corporation is located at 2721-161 Forsythe Road, Winter Park, Florida 32792.

ARTICLE VI

This corporation shall have two (2) Directors initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Directors of this corporation are:

RICHARD L. KRAMPE
2721-161 Forsythe Road
Winter Park, Florida 32792

SCOTT ROZDZIALOWSKI
2721-161 Forsythe Road
Winter Park, Florida 32792

FILED
96 SEP -3 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is RAYMOND A. McLEOD whose address is 48 East Main Street, Apopka, Florida 32703

ARTICLE VIII

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

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
RICHARD L. KRAMPE	600
SCOTT ROZDZIALOWSKI	400

ARTICLE X

Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

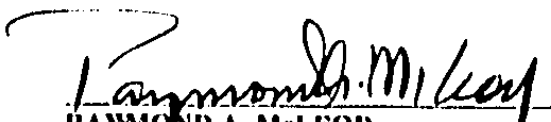
ARTICLE XI

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

ARTICLE XII

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of August, 1996.


RAYMOND A. McLEOD
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **RAYMOND A. McLEOD** who is personally known by me to be the person who executed the foregoing Articles of Incorporation of **WORLDSTAGE PRODUCTIONS, INC.** as the Incorporator, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 22nd day of August, 1996.


Notary Public

Printed Name of Notary

My commission expires

(SEAL)



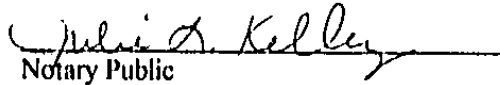
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared **RAYMOND A. McLEOD**, known to me to be the person who accepted designation as Registered Agent on behalf of **WORLDSTAGE PRODUCTIONS, INC.**, and he acknowledged before me that he executed this Acceptance of Designation as Registered Agent freely and voluntarily.


RAYMOND A. McLEOD

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of August, 1996.


Notary Public

Printed name of Notary
My Commission Expires:

(SEAL)



FILED
96 SEP -3 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[WORLDSTAGE.ART/08-06-96/RAM]