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TO: DIVISION OF CORPORATIONS  
(904)922-4001

FAX #:

FROM: JOHN SHEA, P.A.  
102331002046

ACCT#:

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FAX #:

NAME: MAKE NOISES, INC.

AUDIT NUMBER.....H96000012958

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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**ARTICLES OF INCORPORATION**  
**OF**  
**MAKE NOISES, INC.**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is Make Noises, Inc.

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 2323 Neptune Road, Kissimmee, Florida 34744.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

**ARTICLE V - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS**

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

Prepared By:  
John Shea, P.A.  
2940 So. Tamiami Trail  
Sarasota, FL 34239  
(941)365-8848  
FL Bar #0261424

Fax Audit #H96000012958

**ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors consisting of three directors, whose names and street addresses are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Michael L. Winslow	3936 South Semoran Boulevard, #402 Orlando, Florida 32822
Thomas S. Carr, II	2323 Neptune Rd. Kissimmee, Florida 34744
Stephen E. McChesney	3936 South Semoran Boulevard, #402 Orlando, Florida 32822

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
John Shea	2940 South Tamiami Trail Sarasota, Florida 34239

**ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

**ARTICLE X - INDEMNIFICATION**

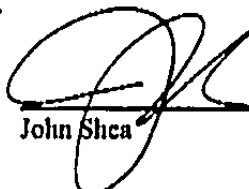
Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the

express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

#### **ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named John Shea as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 17th day of September, 1996.

  
John Shea

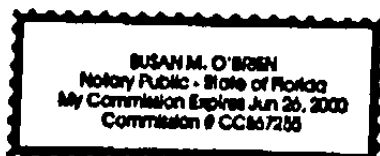
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SARASOTA COUNTY, FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of September, 1995 by John Shea who is personally known to me or who has produced his Florida Driver's License as identification.


My commission expires:

  
Print Name: SUSAN M. O'BRIEN  
NOTARY PUBLIC



#### **ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.

  
John Shea