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December 30, 1996

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/03/97--01038--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

1-1-97

RE: EPIC ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of the executed Articles of Incorporation and Designation of Registered Agent for the above referenced corporation. Also enclosed is the firm's check for \$70.00 for the following filing fees:

Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	<u>\$35.00</u>
	\$70.00

FILED  
JAN -2 AM 11:13  
TALLAHASSEE, FLORIDA

Please return the copy of the Articles of Incorporation to the above address with the filing date stamped on it. Thank you for your cooperation. If you have any questions, please feel free to contact me.

Sincerely,



Bryan D. Austin

Enclosures

PH  
1/8/97

**ARTICLES OF INCORPORATION  
OF  
EPIC ENTERTAINMENT, INC.**

**FILED**

97 JAN -2 AM 11: 13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being competent to contract, hereby forms a corporation under the laws of the state of Florida.

EFFECTIVE DATE

**ARTICLE I - NAME OF CORPORATION**

1-1-97

The name of this corporation shall be EPIC ENTERTAINMENT, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall determine the value of any real or personal property, services, or any other right acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its certificate of incorporation.

**ARTICLE IV - DURATION**

The effective date upon which this corporation shall come into existence shall be January 1, 1997, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the corporation is:

218 Crooked Tree Trail  
DeLand, Florida 32724

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

230 Lookout Place  
Maitland, Florida 32751

The name of the initial registered agent of this corporation at that address shall be:

Bryan D. Austin, Esq.

**ARTICLE VII - BOARD OF DIRECTORS**

A. The initial number of directors of this corporation shall be two (2).

B. The number of directors may be increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

E. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

F. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

**ARTICLE VIII - INITIAL DIRECTORS**

The name and mailing address of the initial members of the board of directors, to hold office for the first year of existence of this corporation or until their successors are elected and have qualified :

Name

Street Address

Charles Don Hill

218 Crooked Tree Trail  
DeLand, Florida 32724

Armando Escalante

P.O. Box 291053  
Port Orange, Florida 32129-1053

ARTICLE IX - INCORPORATOR TO ARTICLES

The following is the name and street address of the incorporator to these articles of incorporation:

Name

Street Address

Charles Don Hill

218 Crooked Tree Trail  
DeLand, Florida 32724

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply:

No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

- (1) the transferee is a person ineligible to be a stockholder in an S corporation,
- or
- (2) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

ARTICLE XI - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every

amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

#### ARTICLE XII - BY-LAWS

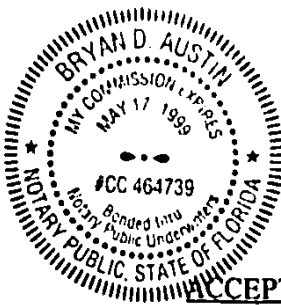
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.


IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 17<sup>th</sup> day of December, 1996.

  
CHARLES DON HILL

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 1996, by CHARLES DON HILL, who is personally known to me or who has produced N/A as identification and who did (did not) take an oath.



  
Notary Public, State of Florida  
Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
TALLAHASSEE

97 JAN 22 AM 11:13

FILED

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of EPIC ENTERTAINMENT, INC..

  
BRYAN D. AUSTIN, ESQ.