

BOWEN & CAMPIONE, P.A.
600 Jennings Avenue
Post Office Box 926
Eustis, Florida 32727
(Corner of Kurt Street and Jennings Avenue)

JENNIFER BOWEN, III
DAVID CAMPIONE
JASON M. RADSON

Telephone: (352) 589-1414
Telecopier: (352) 589-1726

Handwritten: P97000003579

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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RE: Articles of Incorporation
NEW CENTURY ENTERTAINMENT, INC.

Gentlemen:

To effectuate the incorporation of NEW CENTURY ENTERTAINMENT, INC., we herewith deliver to you the following documents:

1. One original and one conformed copy of the Articles of Incorporation of NEW CENTURY ENTERTAINMENT, INC.
2. A check in the amount of \$122.50 payable to the Florida Department of State. The amount of the check covers the cost of filing for incorporation (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$52.50).

I respectfully request that you file the Articles of Incorporation, issue a Certificate of Incorporation for NEW CENTURY ENTERTAINMENT, INC. and take such other actions as are required by law to effectuate the incorporation. Please forward a certified copy of the Articles of Incorporation with the Certificate of Incorporation attached.

Please notify the undersigned if there are any questions regarding these documents.

Sincerely,

Handwritten signature of Jason M. Radson
Jason M. Radson

JMR/edp
encl.

Handwritten: 1/14/97

FILED
97 JAN -8 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
NEW CENTURY ENTERTAINMENT, INC.

FILED
97 JAN -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the corporation is NEW CENTURY ENTERTAINMENT, INC.

ARTICLE II
APPLICABLE LAW

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III
DURATION

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

ARTICLE IV
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V
CAPITAL STOCK

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered office of business and principal office of the Corporation is 518 N. St. Clair Abrams, Tavares, Florida 32778 and the initial registered agent of the Corporation at that address is Don Worswick. The principal office address and the registered office address is the same.

ARTICLE VII
PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure

a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

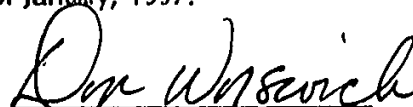
Don Worswick
518 N. St. Clair Abrams
Tavares, Florida 32778

ARTICLE XI
INCORPORATOR

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

Don Worswick
518 N. St. Clair Abrams
Tavares, Florida 32778

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 2nd day of January, 1997.


DON WORSWICK

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DON WORSWICK
Registered Agent

FILED
97 JAN -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA