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

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*****78.75 *****78.75

SUBJECT: ALL CITY ENTERTAINMENT HOLDINGS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JAN 10 AM 10:03

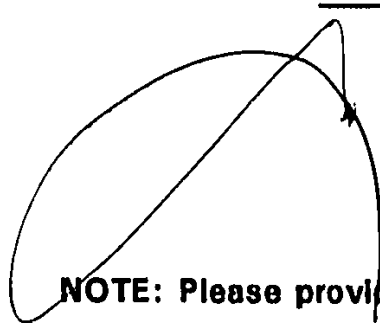
FILED

FROM: FRANK P. ROTHSCHILD
Name (printed or typed)

5500 ULMERTON ROAD
Address

CLEARWATER, FLORIDA 34620
City, State & Zip

813-572-5292
Daytime Telephone number


1/16

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ALL CITY ENTERTAINMENT HOLDINGS, INC.

FILED
97 JAN 10 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscriber(s) to these Articles of Incorporation, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida (Chapter 607 of the Florida Statutes), providing for the formation, rights, privileges and communities of corporation for profit. We further declare that the following Articles shall be the Charter and Authority for the conduct of business of said corporation.

ARTICLE 1 - NAME

The name of this corporation shall be **ALL CITY ENTERTAINMENT HOLDINGS, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 5500 Ulmerton Road, Clearwater, Florida 34620 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Frank P. Rothschild
5500 Ulmerton Road
Clearwater, Florida 34620

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Robert E. Bordeaux whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED THOUSAND (100,000)** shares of common stock, each having the par value of ONE CENT (\$.01).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 7 - INDEMNIFICATION

The Corporation shall indemnify any officer or any director, to the full extent permitted by law.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the

owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is 5500 Ulmerton Road, Clearwater, Florida 34620. The name of the registered agent of this corporation is Frank P. Rothschild.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

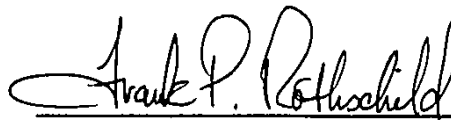
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall become effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of January, 1997.

A handwritten signature in cursive script, reading "Frank P. Rothschild", written over a horizontal line.

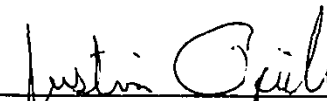
Frank P. Rothschild, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 8th day of January, 1997, before me, the undersigned authority, personally appeared Frank P. Rothschild, known to be the person who signed and executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same on behalf of and as the act and deed of that corporation, freely and voluntarily, for the uses and purposes therein expressed, and that the facts stated therein are correct and complete to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me, I have hereunto set my hand and affixed my seal in the State and County and the day and year aforesaid.



NOTARY PUBLIC, State of Florida
My Commission Expires:



Justin Opola
MY COMMISSION # CC686428 EXPIRES:
June 24, 2000
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALL CITY ENTERTAINMENT HOLDINGS, INC.
2. The name and address of the registered agent and office is:

Frank P. Rothschild

5500 Ulmerton Road

Clearwater, Florida 34620

ACCEPTANCE OF REGISTERED AGENT:

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


Frank P. Rothschild

1/18/97
Date

FILED
97 JAN 10 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA