KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS ATTORNEYS AND COUNSELORS AT LAW

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

Re: Magic Enterprises, Inc.

400002071184--8 -01/28/97--01160--004 ****122.50 ****122.50

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,

Craig S. Pearlman

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AN IO:

CSP/sge Enclosures

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ARTICLES OF INCORPORATION OF MAGIC ENTERPRISES, INC.

97 JAN 23 AM 10: 55 SECRETARY OF STATE TALLAHASSEE FLORID.

ARTICLE I - NAME

The name of this corporation is MAGIC ENTERPRISES, INC. and its principal place of business and mailing address is 239 Hunt Club Blvd., #101, Longwood, FL 32779.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is DIANA M. BENTLEY and the name of the initial registered agent of this corporation at that address is 239 Hunt Club Blvd., #101, Longwood, Fl 32779.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Diana M. Bentley
239 Hunt Club Blvd., #101
Longwood, FL 32779

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Magic Enterprises, Inc. 239 Hunt Club Blvd., #101 Longwood, FL 32779

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of January, 1997.

DIANA M. BENTLEY, Incorporator

DENISE STEPMANOPULLUS My Comm Exp. 4/07/98 Bonded By Service las No. CC382658

MAGENT\ARTICLES.INC

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this <u>/sr</u>
day of January, 1997, by DIANA M. BENTLEY, who is personally known
to me or who has produced _______ as
identification and who did take an oath.

DENISE STEPHANOPOULOS
My Comm Exp. 4/07/98
PUBLIC S Bonded By Service Ins
No. CC382656
Merandyknom 1100114

NOTARY PUBLIC:

Sign: Vouse
Print: Craig Stuart Pearlman

State of Florida at Large
My Commission Expires: 4-7-98
Commission No. <u>CC 362656</u>

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Magic Enterprises, Inc. hereby accepts such appointment this ______ day of January, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

MIANA W BENTLEY

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