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\*ALSO ADMITTED IN ALABAMA  
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AREA CODE 904  
TELEPHONE 863-4064  
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January 28, 1997

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

In Re: Entertainment America Agency, Inc.

Dear Sir,

Please find enclosed the following:

1. Articles of Incorporation of Entertainment America Agency, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. A check for \$122.50 which is made up as to \$35.00 filing fee, \$35.00 Certificate of Designation fee and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation for the above-referenced corporation and forward to us a certified copy of the Articles.

Sincerely,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

C. JEFFREY MCINNIS

depstate.ltr.corporation  
Enclosure as noted  
c.c. Edwin J. Sandas

ALL FEB - 4 1997

97 JAN 31 PH 4:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

97 JAN 31 PM 4:21

ENTERTAINMENT AMERICA AGENCY, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ENTERTAINMENT AMERICA AGENCY, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the Corporation is 4641 Gulf Starr Drive, Suite 104, Destin, FL 32541 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of the Corporation are Edwin J. Sandas, 4641 Gulf Starr Drive, Suite 104, Destin, FL 32541 Manuel Iglesias, 454D Saddlewood Drive, Minnetonka, MN 55345 and Susan delCampo, 4641 Gulf Starr Drive, Suite 104, Destin, FL 32541.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles are as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

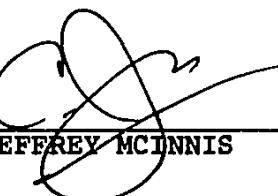
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and shareholders.

**ARTICLE X - SECTION 1244 STOCK**

It is the intent of this charter that the Directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986 as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28<sup>th</sup> day of JANUARY, 1997.

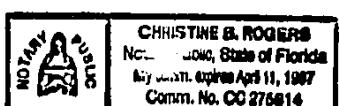
  
C. JEFFREY MCINNIS

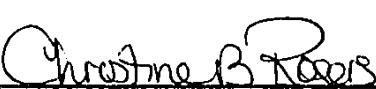
STATE OF FLORIDA  
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, appeared C. Jeffrey McInnis, who is personally known to me and who acknowledged before me that he is the person who executed the foregoing articles of incorporation and that he made and subscribed the same for the purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of January, 1997.

NOTARY PUBLIC:



  
print CHRISTINE B. ROGERS  
State of Florida at Large (Seal)  
My Commission Expires: 4/11/97

FILED

97 JAN 31 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

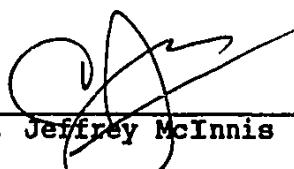
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ENTERTAINMENT AMERICA AGENCY, INC.
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.  
909 Mar Walt Drive  
Suite 1014  
Fort Walton Beach, FL 32547

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.

SIGNATURE:

  
C. Jeffrey McInnis

DATE: January 28, 1997