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TALLAHASSEE, FLORIDA

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: BARNETT, BOLT, KIRKWOOD & LONG
CONTACT: YOLANDA A TULLO
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

NAME: BTLS ENTERTAINMENT, INC.

AUDIT NUMBER.....H9'000003010

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
BTLS ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is:

BTLS Entertainment, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Principal Office and Mailing Address

The street address of the principal office is 2516 Gulf-to-Bay Boulevard, Clearwater, Florida 34625.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

Leslie Wager Hudock, Esquire;
BARNETT, BOLT, KIRKWOOD & LING
601 Bayshore Blvd, Suite 700
Tampa, FL 33606
813-253-2020
Florida Bar No. 650706

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ARTICLE VPreemptive Rights

This corporation elects to have preemptive rights.

ARTICLE VIInitial Registered Office and Agent

The street address of the initial registered office of this corporation is: 1012 Wyndham Way, Safety Harbor, Florida 34695, and the name of the initial registered agent of this corporation at that address is Tiffany L. Butler.

ARTICLE VIIIncorporators

The name and address of the incorporator is:

NAMEADDRESS

TIFFANY L. BUTLER

1012 Wyndham Way
Safety Harbor, FL 34695ARTICLE VIIIInitial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAMEADDRESS

TIFFANY L. BUTLER

1012 Wyndham Way
Safety Harbor, FL 34695

TODD ALAN CLEM

3935 - 106th Avenue North
Clearwater, FL 34622

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ARTICLE IX

Indemnification

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of February, 1997, and the undersigned registered agent acknowledges that she is familiar with, and accepts, the obligations of registered agent of this corporation.


TIFFANY L. BUTLER, Incorporator and
Registered Agent

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