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WEIFFENBACH & THOMAS, P.A.
Attorneys at Law
FILED

E. Jon Weiffenbach, Jr.
Lawrence W. Thomas

97 FEB 24 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Criminal and
Civil Litigation
Marital and Family
Elder Law
Real Estate
Wills and Probate

February 20, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

Re: Arts n Action, Inc.

200002095432--5
-02/24/97--01059--008
****122.50 ****122.50

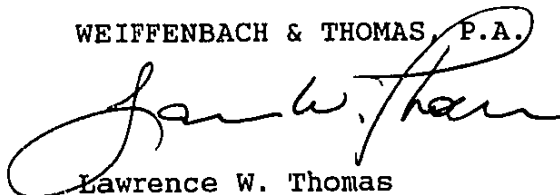
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$122.50 for the filing fees. Please furnish us with a certified copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely,

WEIFFENBACH & THOMAS, P.A.


Lawrence W. Thomas

LWT:s
Enc.

PH
2/26/97

ARTICLES OF INCORPORATION
OF
ARTS n ACTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be ARTS n ACTION, INC.

ARTICLE II

The principal place of business and mailing address of the corporation is:

1604 34th Street West
Bradenton, Florida 34205

ARTICLE III

The number of shares the corporation is authorized to issue is 1000 shares.

ARTICLE IV

The name and street address of the initial registered agent is:

W. KENNETH ELLIS
1604 34th Street West
Bradenton, Florida 34205

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

W. KENNETH ELLIS
1604 34th Street West
Bradenton, Florida 34205

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ARTICLE VI

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Each shareholder of the corporation shall be entitled to all pre-emptive rights to acquire his or her proportionate share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued from time to time by the corporation. In no case shall these preemptive rights exist for a period in excess of 30 days from their first being offered to the shareholders.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge the foregoing Articles of Incorporation, for the purposes herein set forth this 19th day of February, 1997.

ARTS n ACTION, INC.

By: W. Kenneth Ellis
W. Kenneth Ellis

ACKNOWLEDGMENT OF REGISTERED AGENT

THE INDIVIDUAL IS FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT.

By: W. Kenneth Ellis
W. Kenneth Ellis
Dated: 2-19-97