

997000021841

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1 800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To Us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 MAR 11 PM 10:45
TALLAHASSEE, FL 32301

REQUEST TAKEN CONFIRMED APPROVED
DATE 3-11-97
TIME 8:30
BY DR

WALK IN
Will Pick Up _____

RE: Brown Entertainment
Group, Inc.

C.C. FEE. DISCOUNT
Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
✓ () Cert. Copy(s) Photo
Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name File _____
Name Reservation *****20, 01 *****20, 01
Annual Report/Information _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s. Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () pgs. _____

SUBTOTALS _____

FEE.....	\$
DISCOUNT.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
INITIAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum

THANK YOU
from
Your Capital Conn

ARTICLES OF INCORPORATION

OF

BROWN ENTERTAINMENT GROUP, INC.

FILED

97 MAR 11 AM 10:45

**CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be:

BROWN ENTERTAINMENT GROUP, INC.

ARTICLE II

The period of the duration of this corporation is perpetual. The date in time of the corporate existence is February 26, 1997

ARTICLE III

PURPOSE OR PURPOSES

This corporation is formed for the purpose of carrying on any lawful business, which may include, the transaction of any and all lawful businesses of which corporations may be incorporated under the Business Corporation Act. The primary purpose of the corporation is to engage in

ARTICLE IV

CAPITALIZATION

The aggregate number of shares that the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Registered Agent is and the name of the initial Registered Agent

is, 211 N. Magnolia Avenue, Orlando, Florida 32801 and the name of the initial Registered Agent is Mark G. Jochem, Esquire

ARTICLE VI

DIRECTORS

The numbers of Directors constituting the initial Board of Directors of the Corporation are two (2). The name and address of each person who is to serve as a member of the Board of Directors is:

Bill Brown
8571 Clover Court
Orlando, Florida 32819

ARTICLE VII

INCORPORATOR

The name and address of each incorporator is as follows:

Bill Brown
8571 Clover Court
Orlando, Florida 32819

ARTICLE VIII

LOCATION OF CORPORATION

The address of the principal office of the Corporation in this State is

Bill Brown
8571 clover Court
Orlando, Florida 32819

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation at Orlando, Florida, this 5 day of March, 1997.

Signature of Incorporator

Bill Brown
Bill Brown

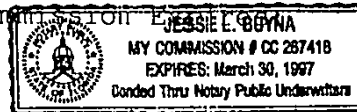
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME the undersigned, a Notary Public in said County and State on this day personally appeared Bill Brown, who declared to me that he was 18 years of age or more and that he has signed this instrument.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 5th day of March 1997.

Jessie L. Bynna
Notary Public
My Commission Expires



**CERTIFICATE OF DESIGNATION
Registered Agent/Registered Office**

Pursuant to the provisions of section 607.0301, Florida Statutes, the mentioned 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.

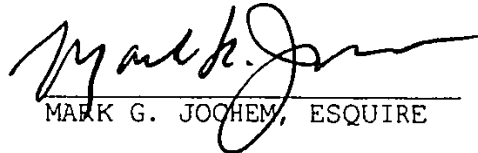
1. The name of the corporation is:

BILL BROWN ENTERTAINMENT GROUP, INC.

2. The name and street address of the registered agent and office is:

Mark G. Jochem, Esquire
211 North Magnolia Avenue
Orlando, Florida 32801

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.


MARK G. JOCHEM, ESQUIRE

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STATE
OF FLORIDA