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2655 MCCORMICK DRIVE
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7361 FOREST OAKS BLVD.
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:
P. O. BOX 5124
CLEARWATER, FLORIDA 34618-5124

FILED

97 MAR 17 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLEARWATER OFFICE
(813) 799-2882

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PAUL J. WATERS
BRET T. JARDINE
PATRICK A. BURSON
CHRISTOPHER M. AJELLO
ROBERT E. HEYMAN
*HERNANDO RESIDENT PARTNER

March 14, 1997

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

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****122.50 ****122.50

Re: Plan B Entertainment, Inc.

Gentlemen:

Enclosed is the original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Jeffrey P. Cario

JPC/lbs

Enclosures

P.S.: Please note Tew, Zinober, Barnes, Zimmet & Unice is a registered fictitious name.

#9997

PJ
3/15/97

ARTICLES OF INCORPORATION

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PLAN B ENTERTAINMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Plan B Entertainment, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Jeffrey P. Cario, Esquire, Tew, Zinober, Barnes, Zimmet & Unice. The street address of the initial registered office of the corporation for service of process shall be 7361 Forest Oaks Boulevard, Spring Hill, Florida 34606.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have four (4) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Nancy J. Riebau

8117 Baycrest Drive
Brooksville, Florida 34613

Barry R. Riebau

8117 Baycrest Drive
Brooksville, Florida 34613

Laura P. Webb

8117 Baycrest Drive
Brooksville, Florida 34613

Paul W. Webb

8117 Baycrest Drive
Brooksville, Florida 34613

ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is

Jeffrey P. Carlo

7361 Forest Oaks Boulevard
Brooksville, Florida 34613

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 8117 Baycrest Drive, Brooksville, Florida 34606. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock

of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1997.

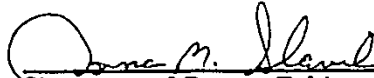


Jeffrey P. Cario

STATE OF FLORIDA

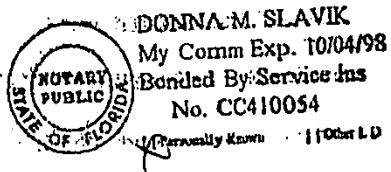
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 13th day of March, 1997 by Jeffrey P. Carlo, who is personally known to me.



Signature of Person Taking Acknowledgment

(NOTARY SEAL)



Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of _____

Notarial Serial Number _____

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Plan B Entertainment, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 13th day of March, 1997.

Tew, Zinober, Barnes, Zimmet & Unice

By: 

Jeffrey P. Cario, Esquire
Tew, Zinober, Barnes, Zimmet & Unice
7361 Forest Oaks Boulevard
Spring Hill, FL 34606
(352) 683-0597

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TALLAHASSEE, FLORIDA

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