

P97000032822

April 1, 1997

Montrose Entertainment, Inc.
728 Endeavor Drive, South
Winter Springs, FL 32708

Bureau of Corporation Records
Charter Division
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/10/97--01052--012
*****70.00 *****70.00

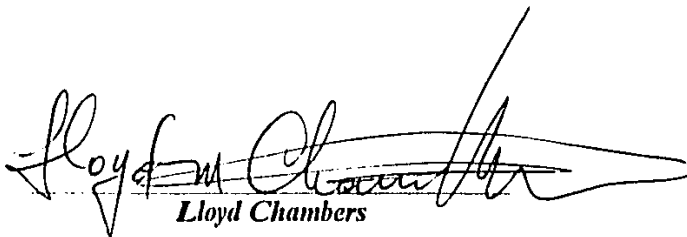
EFFECTIVE DATE
4-4-97

RE: Corporate charter
Montrose Entertainment, Inc.

The enclosed check is for:

filing fee	\$35.00
registered agent	<u>\$35.00</u>
TOTAL	<u>\$70.00</u>

Please return all documents to the above address.
Thank you.


Lloyd Chambers

Enclosure

FILED
97 APR 10 AM 9 22
TALLAHASSEE, FLORIDA

APR 11 1997


**ARTICLES OF INCORPORATION
OF
MONTROSE ENTERTAINMENT, INC.**

FILED
97 APR 10 AM 9 22
SECRET
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE
NAME**

EFFECTIVE DATE
4-4-97

The name of the corporation is *Montrose Entertainment, Inc.*

**ARTICLE TWO
DURATION**

This corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$ 1.00 per share.

**ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *728 Endeavor Drive, South, Winter Springs, FL 32708* and the name of the initial registered agent at such address is *Lloyd Chambers*.

**ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

Lloyd Chambers *600*

Ray Marston *400*

ARTICLE NINE

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

ARTICLE TEN INCORPORATION

The names and addresses of the incorporators are:

*Lloyd Chambers
728 Endeavor Drive, South
Winter Springs, FL 32708*

*Ray Marston
22 Pine Hill Close
Rice Park
Nottingham, England, NG59DA*

ARTICLE ELEVEN AMENDMENTS


The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE PRINCIPLE OFFICE ADDRESS

The mailing address for the principal office is:

*728 Endeavor Drive, South
Winter Springs, FL 32708*

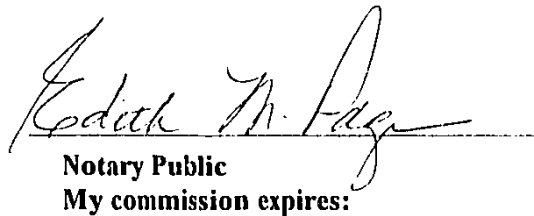
In witness whereof, the undersigned incorporated has executed these Articles of Incorporation this
4 day of April 1997.



Lloyd Chambers

STATE OF FLORIDA
COUNTY OF SEMINOLE

I hereby certify that on this day, before me, an officer duly qualified to take
acknowledgements, personally appeared to me **Lloyd Chambers** known to be the person described
in and who executed forgoing and acknowledged before me that he executed the same for the
purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is
4 day of April 1997.


Notary Public
My commission expires:

 EDITH M. FAYE
My Comm Exp. 12/08/2000
Bonded By Service Ins
No. CC601601
☒ Personally Known ☐ Other I.D.

ACCEPTANCE

I agree as registered agent to accept service of process: To keep an office open during prescribed hours: To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

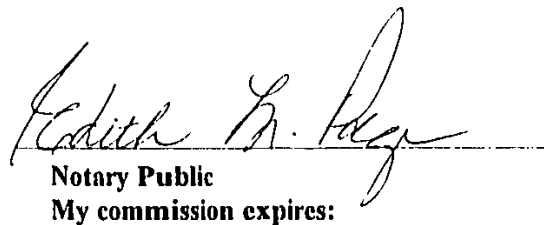

Lloyd Chambers

FILED
97 APR 10 AM 9:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF SEMINOLE

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Lloyd Chambers* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is
4 day of *April* 1997.


Notary Public
My commission expires:



EDITH M. PAGE
My Comm Exp. 12/08/2000
Bonded By Service Ins
No. CC601601
☒ Personally Known ☐ Other LD

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located *at 728 Endeavor Drive, South, Winter Springs, FL 32708* named *Lloyd Chambers* it's agent to accept service of process within the state.

FILED
97 APR 10 AM 9:27
SECRET
TALLAHASSEE, FLORIDA