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DOBSON & BROWN, P.A.

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ATTORNEYS AT LAW

66 CUNA STREET, SUITE A
ST. AUGUSTINE, FLORIDA 32084

GEOFFREY B. DOBSON
RONALD W. BROWN
DAVID C. REEVES

97 APR 15 AM 11:29

TELEPHONE (904) 824-9032

SECRETARY OF STATE TELEFAX (904) 824-9236
TALLAHASSEE, FLORIDA

April 14, 1997

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

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RE: Articles of Incorporation;
St. Augustine Entertainment G.P., Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced Corporation along with the name of the Resident Agent in the Articles. Also please find a check in the amount of \$122.50 to cover filing tax, filing fees, and a certified copy of the Articles of Incorporation.

If the enclosed document meets with your approval, I would appreciate your filing it and returning it to me by Facsimile transmission.

Thank you for your cooperation.

Sincerely,

Barbara Lee
Barbara Lee
Secretary to Geoffrey B. Dobson

/bl
Enclosures

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4/16/97

ARTICLES OF INCORPORATION

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OF

ST. AUGUSTINE ENTERTAINMENT G.P., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation

pursuant to the Florida General Corporation Act, do hereby adopt
the following Articles of Incorporation for such corporation:

1. The name of the Corporation is St. Augustine
Entertainment G.P., Inc.

2. Existence of the Corporation shall be perpetual.
Corporate existence shall commence upon the filing of these
Articles of Incorporation.

3. The purpose for which the Corporation is initially
organized is the transaction of any and all business for which
corporations may be incorporated under the provisions of Chapter
607, Florida Statutes.

4. The aggregate number of shares which the corporation
shall have the authority to issue is 1000 of \$1.00 par value each.

5. The street address and mailing address of the
initial principal office shall be 66 Cuna Street, Suite A, St.
Augustine, Florida 32084; and the name of its initial Registered
Agent at such address is Geoffrey B. Dobson.

6. The initial Board of Directors shall consist of two
(2) members, but such number may be increased or decreased, but not

less than one, as provided in the By-Laws of the Corporation. The names and addresses of the initial members of the Board of Directors are: K.G. Johnson
39 Avista Circle
St. Augustine, Florida 32084
And
Kenneth R. Kresge
200 Malaga Street
St. Augustine, Florida 32084.

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SHERIFF OF FLORIDA
TALLAHASSEE, FLORIDA

7. The names and addresses of each of the Incorporators are as follows: K.G. Johnson
39 Avista Circle
St. Augustine, Florida 32084
and
Kenneth R. Kresge
200 Malaga Street
St. Augustine, Florida 32084.

IN WITNESS WHEREOF, the Incorporators have hereunto set their hands and seal this 11 day of April, A. D., 1997.

K.G. Johnson
K.G. Johnson
Kenneth R. Kresge
Kenneth R. Kresge

The undersigned hereby accepts the appointment as Registered Agent for St. Augustine Entertainment G.P., Inc.

Geoffrey B. Dobson
Geoffrey B. Dobson

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned officer duly authorized to take oaths and acknowledgments in the County and State aforesaid, personally appeared K.G. Johnson, Kenneth R. Kresge, and Geoffrey B. Dobson who are personally known to me or who produced _____ as identification, and who, after being by me first duly sworn and cautioned, acknowledged to and before me that they executed the above and foregoing Articles of Incorporation of for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida this 14th day of April, A. D., 1997.

Barbara H. Lee
Notary Public, State of Florida
at Large

BARBARA H. LEE
Notary Public, State of Florida
My comm. expires Nov. 18, 2000
Comm. No. CC 602003

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SECRETARIAL
TALLAHASSEE, FLORIDA