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May 14, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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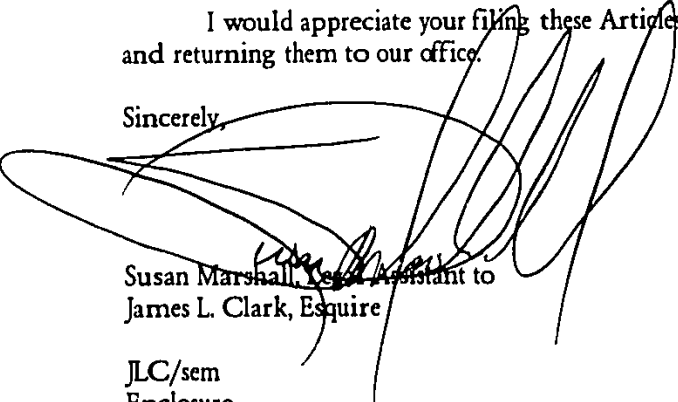
Re: Sheldon Promotions, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced business and a check in the amount of \$122.50 to cover the filing fee, Registered Agent Designation fee, and for a Certified copy.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Sincerely,


Susan Marshall, Legal Assistant to
James L. Clark, Esquire

JLC/sem
Enclosure

FILED
97 MAY 19 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


5/21/97

ARTICLES OF INCORPORATION
OF
SHELDON PROMOTIONS, INC.

FILED
97 MAY 19 AM 9:01
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SHELDON PROMOTIONS, INC. The principal place of business shall be 3116 West LaSalle Street, Tampa, Hillsborough County, Florida 33607.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 North MacDill Avenue, Tampa, Florida 33609, Hillsborough County and the name of the initial registered agent of the corporation at that address is JAMES L. CLARK.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than seven (7) person(s). The name and street address of the initial Director of the corporation, who shall hold that position for the first year of the corporation or until such earlier time as she may resign or be removed from such position as provided by the corporation's by-laws, is:

Michael Sheldon
Director

3116 West LaSalle Street
Tampa, Florida 33607

ARTICLE VII. OFFICERS

The names and street addresses of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Michael Sheldon
Director/President
Vice-President/Treasurer
Secretary

3116 West LaSalle Street
Tampa, Florida 33607

ARTICLE VIII. SUBSCRIBER

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

Michael Sheldon

3116 West LaSalle Street
Tampa, Florida 33607

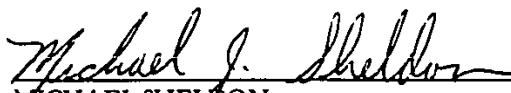
ARTICLE IX. SHAREHOLDER'S PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE X. SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation may qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

IN WITNESS WHEREOF the undersigned has hereunto set her hand and seal on this 6
day of May, 1997.

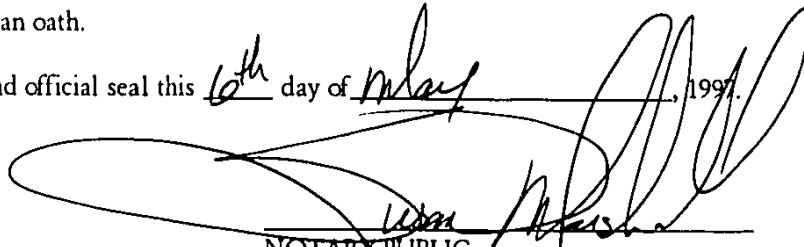

MICHAEL SHELDON
Subscriber/President

STATE OF FLORIDA)
)ss.
COUNTY OF HILLSBOROUGH)

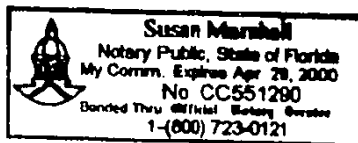
BEFORE ME, the undersigned authority, this day personally appeared MICHAEL SHELDON, to me well known and known by me to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he voluntarily executed same for the purpose

therein expressed, and did take an oath.

WITNESS my hand and official seal this 6th day of May, 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Personally known X or Produced Identification _____

Identification Produced: _____

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of registered agent as provided in the Articles of Incorporation of SHELDON PROMOTIONS, INC.

Dated this 6th day of May, 1997.


JAMES L. CLARK

FILED
97 MAY 19 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA