

297000045335
William A. Brown

Corporate Office
2325 Ulmerton Rd., Suite 22
Clearwater, FL 34622

City/State/Zip

Phone #

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 PM 4: 13

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *List Class Entertainment, Inc.*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

1. Name and Address: The name of this corporation is First Class Entertainment, Inc. the corp office and mailing address is 11802 Classic Lake Way, Tampa, FL, 33635.

Duration: The period of its duration is perpetual.

3. Purpose: The purpose is to engage in any related activities or business permitted under the laws of the United States and Florida.

4. Capital Stock: The corporation is authorized to issue 1,000.00 shares, all of one class, at \$1.00 par value.

5. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

William A Bayse
11802 Classic Lake Way
Tampa, FL 33635

6. Initial Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

Name	Address
William A Bayse	11802 Classic Lake Way Tampa, FL 33635

7. Incorporator: The name and address of the Incorporator signing these articles of Incorporation is:

Name

Address

William A Rayse

11802 Classic Lake Way
Tampa, FL 33635

8. Bylaw Amendment: The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the board of Directors and the shareholders.

9. Indemnification: The corporation may be empowered by resolution of the Board of Directors to indemnify and officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of section 607.0850 of the Florida Statutes, as amended.

10. Informal Action of Directors: If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorize at a meeting of the board of Directors.

11. Amendment of Articles: The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

12. Pre-emptive Rights: Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

13. Director Conflict of Interest: A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or


3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

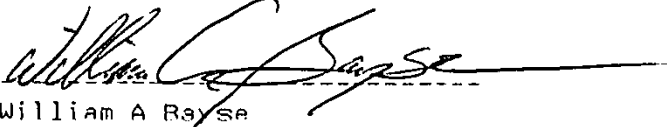
14. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize to take such action at a meeting at which shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

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IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this 15th day
of May 1997.


William A Bayse
Incorporator

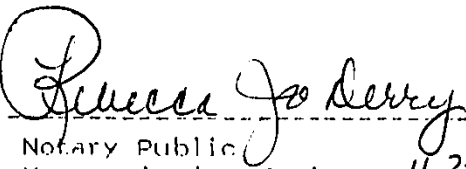
I hereby accept and am familiar with the duties of being
designated as Registered agent.


William A Bayse
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this
15TH day of MAY, 1997 by William A. Bayse
_____, who is (personally known to me)
or (who has produced a drivers license as identification)
and who (did/did not) take on oath.




Notary Public
My commission Expires: 11-23-2000