

P 970 000 76350  
PETERSON & MYERS, P.A.  
ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)  
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN  
JACK P. BRANDON  
BEACH A. BROOKS, JR.  
KRISTEN M. BUZZANCA  
J. DAVIS CONNOR  
MICHAEL S. CRAIG  
ROY A. CRAIG, JR.  
JACOB C. DYKHOORN  
DENNIS P. JOHNSON  
KEVIN C. KNOWLTON  
DOUGLAS A. LOCKWOOD, III  
M. CRAIG MASSEY  
PETER J. MUNSON  
CORNEAL B. MYERS  
CORNELIUS B. MYERS, III  
E. BLAKE PAUL  
ROBERT E. PUTERBAUGH  
ABEL A. PUTNAM  
THOMAS B. PUTNAM, JR.  
DEBORAH A. RUSTER  
STEPHEN R. SENN  
ANDREA TEVES SMITH  
KEITH H. WADSWORTH  
KERRY M. WILSON

P.O. BOX 1079  
LAKE WALES, FLORIDA 33859-1079  
130 EAST CENTRAL AVENUE  
LAKE WALES, FLORIDA 33853  
(941) 676-7611  
(941) 683-8942  
FAX 676-0643

P.O. BOX 24628  
LAKELAND, FLORIDA 33802-4628  
100 EAST MAIN STREET  
LAKELAND, FLORIDA 33801  
(941) 683-6511  
(941) 676-6934  
FAX 682-8031

P.O. DRAWER 7608  
WINTER HAVEN, FLORIDA 33883-7608  
141 6TH STREET, NW, SUITE 300  
WINTER HAVEN, FLORIDA 33881  
(941) 294-3380  
FAX 299-8498

PLEASE REPLY TO:

Lakeland  
August 29, 1997

800002281808--4  
-09/02/97--01009--003  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: WRIGHT ONE ENTERTAINMENT GROUP, INC.

Gentlemen:

Enclosed herewith for filing please find an original and one copy of the Articles of Incorporation with the certificate designating resident agent attached. A check in the amount of \$122.50 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a certified copy of the Articles of Incorporation and your certificate of filing same to our Lakeland office.

Thank you for your attention and consideration.

Sincerely yours,

Abel A. Putnam

AAP:pgk  
Enclosures

FILED  
97 SEP-2 AM 8:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

9/4/97 J.M.

**ARTICLES OF INCORPORATION**  
**OF**  
**WRIGHT ONE ENTERTAINMENT GROUP, INC.**

**FILED**  
**97 SEP -2 AM 8:52**  
**DIVISION OF CORPORATIONS**  
**TALLAHASSEE, FLORIDA**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is WRIGHT ONE ENTERTAINMENT GROUP, INC.

**ARTICLE II - Principal Office  
and Mailing Address of the Corporation**

The address of the principal office of the corporation is 924 West 13th Street, Lakeland, Florida 33805 and its mailing address is the same.

**ARTICLE III - Commencement and Duration**

The corporation is to commence its corporate existence effective upon filing hereof, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - Stock**

The corporation is authorized to issue one thousand (1,000) shares of \$0.25 par value common stock, which shares shall be a single class.

**ARTICLE VI - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Dewayne A. Wright	924 West 13th Street Lakeland, Florida 33805
Samuel D. Wright	924 West 13th Street Lakeland, Florida 33805

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

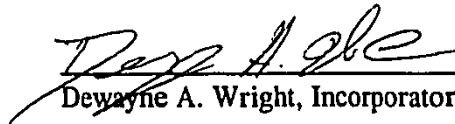
The name and address of the Incorporator to these articles of incorporation are:


<u>Name</u>	<u>Address</u>
Dewayne A. Wright	924 West 13th Street Lakeland, Florida 33805
Samuel D. Wright	924 West 13th Street Lakeland, Florida 33805

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 100 E. Main Street, Lakeland, Florida 33802 and the name of the initial registered agent of the corporation at that address is Abel A. Putnam, Esq.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this 28 day of August, 1997.

 (SEAL)  
Dewayne A. Wright, Incorporator

 (SEAL)  
Samuel D. Wright, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Dewayne A. Wright and Samuel D. Wright, who are personally known to me or who have produced A Drivers License as identification.

WITNESS my hand and official seal this 28<sup>th</sup> day of August, 1997, at Polk County, Florida.

(NOTARIAL SEAL)

Pamela G. Kemper  
Notary Public  
State of Florida at Large  
My Commission Expires:



Pamela G. Kemper  
MY COMMISSION # CC658985 EXPIRES  
June 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

To: The Department of State  
Tallahassee, Florida 32304

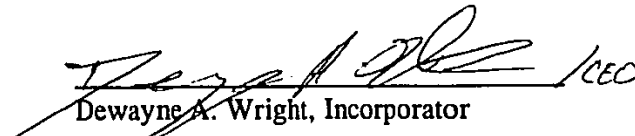
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

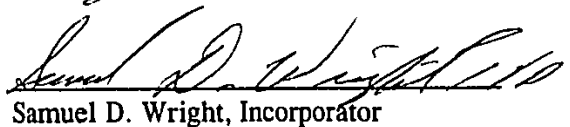
FILED  
97 SEP -2 AM 8:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

In compliance with Section 607.0501 of the Florida General Corporation Act, the following  
is submitted:

WRIGHT ONE ENTERTAINMENT GROUP, INC., with its place of business at 924 West  
13th Street, Lakeland, Florida 33805, has named Abel A. Putnam, located at 100 East Main Street,  
Lakeland, Florida 33802, as its agent to accept service of process within Florida.

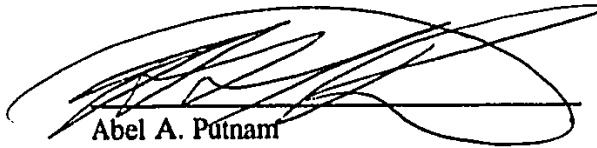
Dated: August 28, 1997.

  
Dewayne A. Wright, Incorporator

  
Samuel D. Wright, Incorporator

Having been named to accept service of process for the above-stated corporation at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General  
Corporation Act.

Dated August 28, 1997.

  
Abel A. Putnam  
Registered Agent