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CUSTOMER NO: 81817A

CUSTOMER: William B. Ryan, Jr., Esq
RYAN & MARKS

3000-8 Hartley Road

Jacksonville, FL 32257

DOMESTIC FILING

NAME: UP FRONT ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

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SEP OCT 20 1997

ARTICLES OF INCORPORATION
OF
UP FRONT ENTERTAINMENT, INC.
A FLORIDA BUSINESS CORPORATION

FILED

97 OCT 20 AM 11:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607, effective July 1, 1990, as amended.

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Article I	Name.
Article II	Principal Office.
Article III	Capital Stock.
Article IV	Term of Existence.
Article V	Officers and Directors.
Article VI	Incorporator(s).
Article VII	Designation of Registered Agent and Registered Office.
Article VIII	Notices.
Article IX	By-laws.
Article X	Purpose and Powers of this Corporation.
Article XI	Pre-emptive Rights.
Article XII	Amendments.
Article XIII	Taxation.

ARTICLE I

NAME

The name of this corporation shall be Up Front Entertainment, Inc., a Florida business corporation.

ARTICLE II

PRINCIPAL OFFICE

The mailing address and the street address of the principal place of business of the corporation is:

Street Address and Mailing Address

5254 Tulane Avenue
Jacksonville, FL 32207

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common, voting stock.

ARTICLE IV
TERM OF EXISTENCE

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

ARTICLE V
OFFICERS AND DIRECTORS

The Board of Directors of this corporation must consist of one or more individuals. The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

<u>POSITION(S) HELD</u>	<u>NAME AND ADDRESS</u>
President/Treasurer/Director	Timothy J. Hall 5254 Tulane Avenue Jacksonville, FL 32207
Vice President/Secretary/Director	Anne W. Hall 5254 Tulane Avenue Jacksonville, FL 32207

ARTICLE VI
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Anne W. Hall 5254 Tulane Avenue Jacksonville, FL 32207	Timothy J. Hall 5254 Tulane Avenue Jacksonville, FL 32207
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ARTICLE VII
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the registered agent and registered office for this corporation are:

Timothy J. Hall
5254 Tulane Avenue
Jacksonville, FL 32207

ARTICLE VIII
NOTICES

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

ARTICLE IX
BY-LAWS

At the organizational meeting of this corporation, the directors named in these Articles, or their successors in office, shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

ARTICLE X
PURPOSE AND POWERS OF THIS CORPORATION

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

ARTICLE XI
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

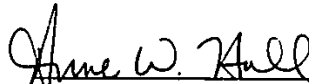
ARTICLE XII
AMENDMENTS

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

ARTICLE XIII
TAXATION

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 22 day of September, 1997.



Anne W. Hall



Timothy J. Hall

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Timothy J. Hall, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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 accept the duties and obligations of Section 607.0505, Florida Statutes.



Timothy J. Hall

Date: 9-22, 1997

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TALLAHASSEE, FLORIDA