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# HOLD

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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known)

Advantage Entertainment Inc

300002356179--9  
-11/25/97--01023--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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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

☐ Certificate of FICTITIOUS NAME

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K. Roffe

NOV 25 1997

RECEIVED  
97 NOV 25 AM 9:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
97 NOV 25 PM 1:36  
STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE ENTERTAINMENT, INC.

FILED  
97 NOV 25 PM 1:36  
SECRET  
TALLAHASSEE, FLORIDA  
STATE

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME.

The name of this corporation shall be named and known as  
ADVANTAGE ENTERTAINMENT, INC.

ARTICLE II. DURATION.

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. INITIAL REGISTERED AGENT & OFFICE.

The names of the initial registered agents of the corporation at its initial registered office, and the street address and the mailing address of its initial principal office, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
DOUGLAS L. CARTER, JR.	4564 28TH PLACE S.W. NAPLES, FL. 34116

ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2). The corporation shall have two (2) Directors initially, and the name and address of the initial Directors are as follows:

DOUGLAS L. CARTER, JR.	4564 28TH PLACE S.W. NAPLES, FL. 34116
ELIZABETH W. CARTER	4564 28TH PLACE S.W. NAPLES, FL. 34116

ARTICLE VII. PREEMPTIVE RIGHTS.

Each shareholder, upon issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed, by the shareholders of the corporation may not be repealed, altered, amended or re-adopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATORS.

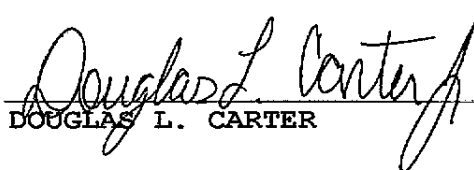
The names and the address of the person(s) signing these Articles of Incorporation are as follows:

DOUGLAS L. CARTER, JR.

4564 28TH PLACE S.W.  
NAPLES, FL. 34116

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation and the registered agent signatures.

IN WITNESS WHEREOF, the person(s) executing these Articles of Incorporation has caused his hand and seal to be set this fifteenth day of OCTOBER, 1997.

  
DOUGLAS L. CARTER

STATE OF FLORIDA

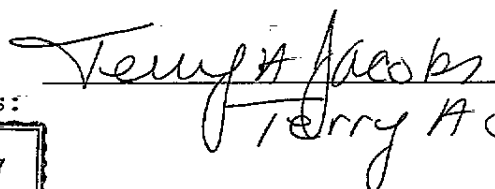
COUNTY OF LEE

Before me personally appeared DOUGLAS L. CARTER known to me to be the individuals described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this fifteenth day of October, 1997.

My Commission Expires:



 Notary Public  
Terry A Jacobs

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED