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February 4, 1998

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

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-02/06/98-01064--002
****122.50 ****122.50

Re: Nate Jacobs Enterprises, Inc.

Ladies and Gentlemen:

Please accept for filing as a Florida corporation the enclosed Articles of Incorporation of Nate Jacobs Enterprises, Inc., including the certificate designating resident agent.

My check in the amount of \$122.50 is enclosed herewith representing \$35.00 filing fee, \$52.50 certified copy of Articles of Incorporation and \$35.00 for designation of resident agent.

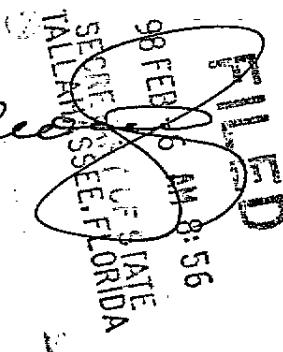
We request preparation and transmittal to me of a certified copy of the Articles of Incorporation and the Certificate of Incorporation.

Sincerely,


Robert A. Kimbrough

RAK/ale

Enclosures



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ARTICLES OF INCORPORATION
OF
NATE JACOBS ENTERPRISES, INC.

FILED
88 FEB -6 AM 8:56
SECRETARIAL STATE
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 is: NATE JACOBS ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any and every lawful activity, aspect and phase of the business of theatrical productions and to carry on, engage in and conduct any business or businesses or do any act or acts which a natural person or persons might do, and which are necessary, convenient or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade in, deal in with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

The foregoing statements shall be construed as powers, as well as purposes, and, in addition, the corporation shall have such powers as are now or hereafter will be granted to general private corporations under the laws of this state and any other state or territory of the United States in which it may qualify to do business.

ARTICLE THREE. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of the

corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;

2. The conferring of pre-emptive rights of purchase upon stockholders of the corporation as conditions precedent to the sale or transfer of any issued stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is greater than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 954-4 LaCosta Circle, Sarasota, FL 34236, and the name of its initial registered agent at such address is NATHANIEL LEE JACOBS. In addition, the corporation may establish branch offices at other locations either within or out of this state.

ARTICLE VII. DIRECTORS

This corporation shall not have directors initially and shall not have directors until such future time, as the stockholders shall by proper resolution create a Board of Directors of not less than three or more than seven members.

ARTICLE VIII. SUBSCRIBERS

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

NAME

NATHANIEL LEE JACOBS

ADDRESS

954-4 LaCosta Circle
Sarasota, FL 34236

ARTICLE IX. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation unless and until a Board of Directors is formed as provided pursuant to law.

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interests of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

ARTICLE X. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five stockholders.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds (2/3^{rds}) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of stockholders owning two-thirds (2/3^{rds}) of the stock entitled to vote thereon, unless all of the stockholders sign a

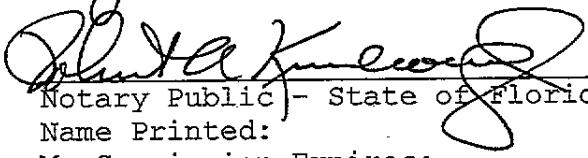
written statement manifesting their intention that certain By-Laws or amendments thereto be made.

Nathaniel Lee Jacobs
NATHANIEL LEE JACOBS

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared NATHANIEL LEE JACOBS, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 2nd day of February, 1998.


Notary Public - State of Florida
Name Printed:
My Commission Expires:

Personally Known _____ OR Produced Identification
Type of Identification Produced Fl. Drivers license # J 212-620-S9-430-0

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
TALLAHASSEE, FLORIDA
98 FEB-6 AM 8:56

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST: That NATE JACOBS ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 954-4 LaCosta Circle, Sarasota, FL 34236, has named NATHANIEL LEE JACOBS located at 954-4 LaCosta Circle, (Post office box address not acceptable), City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

NATE JACOBS ENTERPRISES, INC.

By: Nathaniel L Jacobs
Nathaniel Lee Jacobs, President

ACKNOWLEDGMENT: (Must be signed by designated agent.) Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Nathaniel L Jacobs
NATHANIEL LEE JACOBS, Resident Agent