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Side-Show, Inc.

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 Annual Report / Reinstatement _____
 ✓ Cert. Copy _____
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 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
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ARTICLES OF INCORPORATION

OF

SIDE-SHOW, INC.

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The undersigned, being the incorporators of these Articles of Incorporation, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Corporation is **SIDE-SHOW, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence, which existence shall commence upon the time of filing and continue until terminated by unanimous agreement of the members.

ARTICLE III
PURPOSES

A. The purpose of this corporation is to engage in the business of developing, promoting and marketing advertising devices and ideas with respect to any merchantable product and for such purpose to engage in any advertising, circularization, and all other lawful means of public education adopted to that end, for itself and others; to transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of advertising the business for other corporations, partnerships, or individuals, through devices such as stationery, roladex cards, ball-point pens, magnets or any other lawful means to accomplish that end; to engage generally in the wholesale and retail business of office supplies, and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

B. This corporation is also organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having par value of \$1.00 per share.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights such that each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VII
REGISTERED AND PRINCIPAL OFFICE OF CORPORATION;
MAILING ADDRESS OF CORPORATION; AND
REGISTERED AGENT OF CORPORATION

The street address of the initial registered and principal office this corporation is: 1324 Winding Creek Road, Palm Harbor, FL 34683.

The name and address of the registered agent of this corporation are: DELTA L. GARNETT, 1324 Winding Creek Road, Palm Harbor, FL 34683.

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these Articles are:

INCORPORATOR

ADDRESS

DELTA L. GARNETT

1324 Winding Creek Road
Palm Harbor, FL 34683

CATHLEEN H. STETLER

512 Phoenix Avenue
Clearwater, FL 33756

The incorporators certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

Initially, this corporation shall not have more than two (2) directors and no less than one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

DELTA L. GARNETT

1324 Winding Creek Road
Palm Harbor, FL 34683

CATHLEEN H. STETLER

512 Phoenix Avenue
Clearwater, FL 33756

ARTICLE X
OPERATIONS
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite her name:

<u>NAME</u>	<u>NUMBER OF SHARES</u>
DELTA L. GARNETT	500
CATHLEEN H. STETLER	500

Shares held by shareholders may not be sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified account to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the assets to be of ample value.

ARTICLE XII SPECIAL PROVISION - "S" CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, and that the corporation will file as an "S" corporation.

ARTICLE XIII
BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

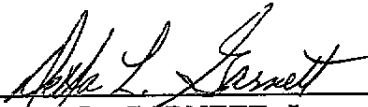
ARTICLE XIV
AMENDMENT

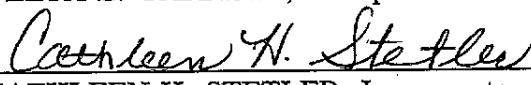
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV
MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers and business affairs of the corporation may be exercised by or under the authority and direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9~~th~~ day of March, 1998.



DELTA L. GARNETT, Incorporator


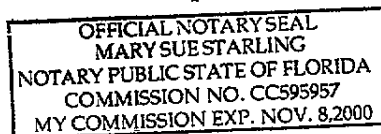
CATHLEEN H. STETLER, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State set forth above, personally appeared DELTA L. GARNETT and CATHLEEN H. STETLER, who are personally known to me and to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed same, for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me in my presence this 9th day of March, 1998.

Mary Sue Starling
NOTARY PUBLIC
My Commission expires:



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation, SIDE-SHOW, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.

Dated this 9th day of March, 1998.

Delta L. Garnett
DELTA L. GARNETT, as Registered Agent