

P98000026234



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 748856 4718535

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : March 20, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 748856-005

CUSTOMER NO: 4718535

000002463530--B

CUSTOMER: Mr. Stuart A. Thompson  
PORTER WRIGHT MORRIS & ARTHUR

Suite 400  
4501 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: PELICAN SHOW PRODUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 12:00  
RECEIVED  
98 MAR 20 AM 11:42  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
PELICAN SHOW PRODUCTION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 12:00

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - Name**

The name of the Corporation shall be PELICAN SHOW PRODUCTION, INC.

**ARTICLE II - Purpose**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III - Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV - Preemptive Rights**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE V- Indemnification**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust

or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI - Control Share Act**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

#### **ARTICLE VII - Amendment of Bylaws**

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE VIII - Registered Agent**

The registered agent of the Corporation is Stuart A. Thompson. The street address of the Corporation's registered office is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

#### **ARTICLE IX - Principal Office**

The principal place of business and mailing address of this Corporation shall be 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

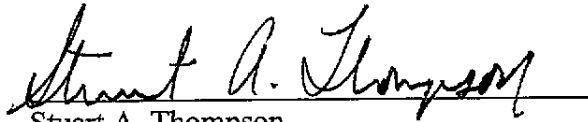
#### **ARTICLE X - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is Stuart A. Thompson, 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

#### **ARTICLE XI - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
19<sup>th</sup> day of March, 1998.

A handwritten signature in cursive script, reading "Stuart A. Thompson", written over a horizontal line.

Stuart A. Thompson  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is PELICAN SHOW PRODUCTION, INC..
2. The name and address of the registered agent and office are:

Stuart A. Thompson  
4501 Tamiami Trail North  
Suite 400  
Naples, Florida 34013

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligation of my position as registered agent.

Dated: March 19, 1998

  
Stuart A. Thompson

NAPLES/0075442.01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 12:00