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ACCOUNT NO. : 072100000032

REFERENCE : 790265 8997A

AUTHORIZATION : *Patricia Pizzuto*  
COST LIMIT : \$ 70.00

ORDER DATE : April 21, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 790265-005

CUSTOMER NO: 8997A

CUSTOMER: Frederick B. Devitt, Esq  
DEVITT THISTLE & DEVITT

30 S. E. 4th Avenue

Delray Beach, FL 33483

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 22 AM 1:18

80000248818-1

DOMESTIC FILING

NAME: VDW ENTERTAINMENT  
UNLIMITED, 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: Stacy L Earnest

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
*[Signature]*

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
VDW ENTERTAINMENT UNLIMITED, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VDW ENTERTAINMENT UNLIMITED, INC.

The address of the principal office of this corporation shall be 206 Seabreeze Avenue, Delray Beach, Florida 33483, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Peter W. Van Der Wolk	206 Seabreeze Avenue
Pres./V.Pres./Sec./Treas.	Delray Beach, Florida 33483

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

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ARTICLE VIII. - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 22, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar