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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SHOWTIME SALES UNLIMITED, INC.

AUDIT NUMBER.....H98000011239

DOC TYPE.....FLORIDA PROFIT CORPORATION OF P.A.

CERT. OF STATUS..0

PAGES.....5

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**ARTICLES OF INCORPORATION  
OF  
SHOWTIME SALES UNLIMITED, INC.**

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 this corporation shall be:

**SHOWTIME SALES UNLIMITED, INC.**

The principal place of business of this corporation shall be 2633 Lantana Road, #302, Lantana, Florida 33462.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in 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, county, 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 100 shares of common stock having no par value per share.

Joseph M. Considine  
Daves, Whalen, McHale & Considine  
301 Clematis Street, Suite 200  
West Palm Beach, FL 33401  
561/655-1200  
Fla. Bar No. 362158

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#### ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2633 Lantana Road, #302, Lantana, FL 33462, and the name of the initial registered agent of the corporation at that address is Derek J. Smith.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall exist in perpetuity, commencing the date of filing.

#### ARTICLE VI - DIRECTORS

This corporation shall initially have ONE (1) Director. The maximum number of Directors of the corporation is seven (7). The name and address of the initial Director is:

DEREK J. SMITH  
2633 Lantana Road #302  
Lantana, FL 33462

#### ARTICLE VII - OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed, is:

DEREK J. SMITH  
2633 Lantana Road #302  
Lantana, FL 33462

President/VP/Secretary/Treas.

#### ARTICLE VIII - INCORPORATOR

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

H98000011239

DEREK J. SMITH  
2633 Lantana Road #302  
Lantana, FL 33462

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ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by a majority interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of June, 1998.

Derek J. Smith  
DEREK J. SMITH

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by DEREK J. SMITH, who is personally known to me or who has produced a driver's license as identification and who did take an oath, this 16th day of June, 1998.

Dale M. Beede  
Notary Public, State of Florida

Print Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



DALE M. BEEDE  
My Commission CC040013  
Expires Apr. 21, 2000

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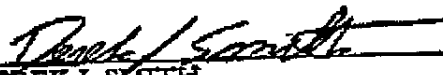
CERTIFICATE DESIGNATING REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, and Chapter 607.034, Florida Statutes, the  
following is submitted in compliance with said Act:

That SHOWTIME SALES UNLIMITED, desiring to organize under the  
laws of the State of Florida, with its registered office as indicated in the Articles of  
Incorporation at the City of West Palm Beach, Florida, hereby appoints DEREK J.  
SMITH, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation at the place designated in this Certificate, I hereby agree to act in this capacity,  
and agree to comply with the provisions of said Act relative to keeping open said office.

  
DEREK J. SMITH  
Registered Agent

DATED: 6/16/98

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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