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98 AUG 12 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Eskild Entertainment Inc.

**NEED TODAY**

EFFECTIVE DATE

8-10-98

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

**NEED TODAY**

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

P. Hall  
AUG 12 1998

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Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

**ARTICLES OF INCORPORATION OF  
ESKILD ENTERTAINMENT, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I  
NAME

The name of the Corporation is **ESKILD ENTERTAINMENT, INC.**

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is One Progress Plaza, Suite 800, St. Petersburg, Florida 33701.

ARTICLE III  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida. The Corporation existence shall begin on August 10, 1998.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
C. Philip Campbell, Jr.	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

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ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until his successors have been elected and qualified, or until his earlier resignation or removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

<u>Name</u>	<u>Address</u>
Dean E. Kucera	One Progress Plaza Suite 800 St. Petersburg, Florida 33701

ARTICLE VII  
INCORPORATOR

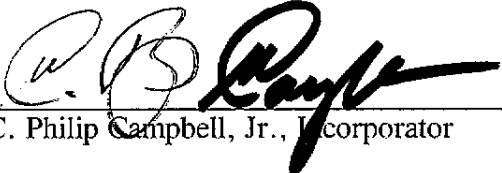
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
C. Philip Campbell, Jr.	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII  
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of August, 1998.

  
\_\_\_\_\_  
C. Philip Campbell, Jr., Incorporator

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

Pursuant to the provisions of Section 607.0501, 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 Eskild Entertainment, Inc.
2. The name and address of the registered agent and office is:

C. Philip Campbell, Jr.  
101 East Kennedy Boulevard  
Suite 2800  
Tampa, Florida 33602

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SIGNATURE:   
TITLE: Incorporator

DATE: August 10, 1998

HAVING BEEN NAMED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
C. Philip Campbell, Jr.

DATE: August 10, 1998