

Law Offices

*Stephen J. Calvacca*

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*Stephen J. Calvacca*

September 2, 1998

**VIA FEDERAL EXPRESS**

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-09/04/98--01097--016

\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation for  
M.S. Entertainment Associates, Inc.

Dear Sir/Madam:

Enclosed you will find the following:

1. Original and copy of Articles of Incorporation
2. My firm check in the amount of \$122.50. This amount covers the filing fee, registered agent fee and certified copy fee.

I have also enclosed a federal express envelope for return of the certified copy of the Articles to my office.

Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

*Stephen J. Calvacca/dls*  
Stephen J. Calvacca

SJC/dls

Enclosures

**FILED**  
98 SEP -4 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*9/9-10-98*

**ARTICLES OF INCORPORATION**  
**OF**  
**M.S. ENTERTAINMENT ASSOCIATES, INC.**

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**FILED**  
98 SEP -4 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - CORPORATE NAME**

The name of the corporation is **M.S. ENTERTAINMENT ASSOCIATES, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue one hundred shares (100) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principal office and the mailing address of the corporation is 108 S. Court Street, 2<sup>nd</sup> Floor, Orlando, Florida 32801.

The name and street address of the Initial Registered Agent of this Corporation is Stephen J. Calvacca, 38 E. Pine Street, Orlando, Florida 32801.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. 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 the corporation are as follows:

Michael Sawruk  
1410 Alberta Drive  
Winter Park, Florida 32789

**ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

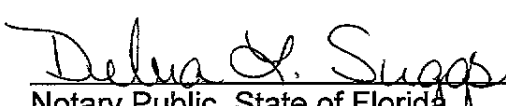
Stephen J. Calvacca  
38 E. Pine Street  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18<sup>th</sup> day of September, 1998.

  
\_\_\_\_\_  
STEPHEN J. CALVACCA

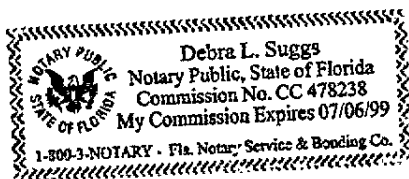
STATE OF FLORIDA  
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 1<sup>st</sup> day of September, 1998,  
by STEPHEN J. CALVACCA, who is known to me or has produced  
as identification, and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

Debra L. Suggs  
\_\_\_\_\_  
Notary Name Printed

My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_



**CERTIFICATE AND ACKNOWLEDGMENT**

**OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**

**OF**

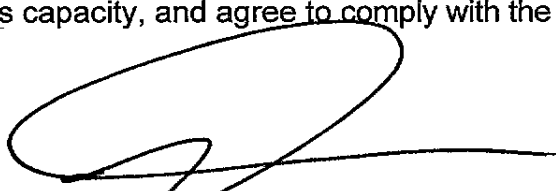
**M.S. ENTERTAINMENT ASSOCIATES, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 38 E. Pine Street, Orlando, Florida 32801 located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of the position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in Keeping open said office.

  
\_\_\_\_\_  
STEPHEN J. CACARELLA, Registered Agent

**FILED**  
98 SEP -4 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA