

P98000090035

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

McCarthy's Magic, Inc.

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DIVISION OF CORPORATION

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Signature _____

Requested by: Cher

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ARTICLES OF INCORPORATION

OF

McCARTHY'S MAGIC, INC.

ARTICLE I NAME

The name of this corporation is **McCarthy's Magic, Inc.**

ARTICLE II DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III PURPOSE

This corporation is organized for the following purposes:

A. To transact any and all lawful business.

B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.

C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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**ARTICLE V
CAPITAL STOCK**

A. The corporation is authorized to issue 100 shares of \$.01 par value common stock, which shall be designated as "common shares."

B. Except as otherwise provided by law or in the bylaws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
ADDRESS**

The initial street address of the principal and registered office of this corporation is 3730 Grissom Lane, Kissimmee, Florida 34741, and the name of the initial registered agent of this corporation is Verne McCarthy. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

**ARTICLE VII
DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Verne McCarthy
1401 Grandview Boulevard
Kissimmee, Florida

**ARTICLE IX
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Verne McCarthy
1401 Grandview Boulevard
Kissimmee, Florida

ARTICLE X OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of the corporation until the first meeting of the Board of Directors:

Verne McCarthy - President/Secretary/Treasurer

ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

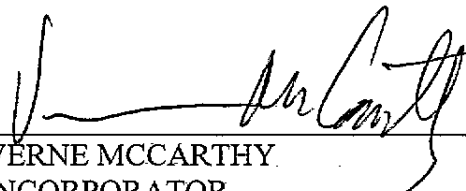
ARTICLE XII MEETINGS

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

ARTICLE XIII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

IN WITNESS WHEREOF, I have hereunto executed my hand and seal at Orlando, Florida, these Articles of Incorporation this 21st day of October, 1998.


VERNE MCCARTHY
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 21st day of October, 1998, by Verne McCarthy who is personally known to me or has produced Personally Known as identification.



LINDA J. USELMAN
My Comm Exp. 4/02/99
Bonded By Service Ins
No. CC450020

Linda J. Uselman
Notary Public

Print Name: LINDA J. USELMAN
My Commission Expires: 4/2/99

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Verne McCarthy
Registered Agent

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