

**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

ATTORNEYS AT LAW

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December 31, 1998

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

200002729172--1  
-01/04/99--01084--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Shawn E. Brown Entertainment, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.  
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/trh  
Enclosures

cc: Shawn E. Brown Entertainment, Inc.

FILED  
99 JAN -4 PM 4: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

20-0796

B. BROCK JAN 5 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**SHAWN E. BROWN ENTERTAINMENT, INC.**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of this corporation is: Shawn E. Brown Entertainment, Inc.

**ARTICLE 2**

**Mailing Address**

The mailing address of this corporation is 11818 D Raintree Lake Lane, Temple Terrace, Florida 33617.

**ARTICLE 3**

**Shares**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 11818 D Raintree Lake Lane, Temple Terrace, Florida 33617, and the name of the initial registered agent of this corporation at that address is Shawn E. Brown.

**ARTICLE 5**

**Incorporator**

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

Shawn E. Brown  
11818 D Raintree Lake Lane  
Temple Terrace, Florida 33617

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TALLAHASSEE, FLORIDA

ARTICLE 6

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 Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Shawn E. Brown  
11818 D Raintree Lake Lane  
Temple Terrace, Florida 33617

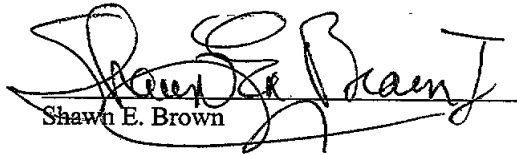
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

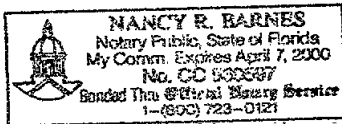
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this <sup>st</sup>  
31 day of December, 1998.

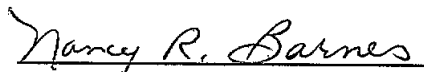
  
Shawn E. Brown

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this <sup>st</sup>  
31 day of December, 1998  
by Shawn E. Brown.

SEAL

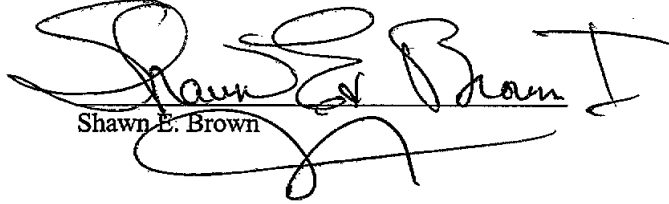


  
Type, Print or Stamp Name of Notary

Personally known \_\_\_\_\_  
or Produced Identification X  
Type of Identification Produced US Passport  
# 043373089

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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 obligations of my position as registered agent.

  
Shawn E. Brown

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99 JAN -4 PM 4:08  
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