

P99000001135

TRANSMITTAL LETTER

TO:

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002728554-0169  
-01/04/99-01024-0169

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CENTRAL STATE ENTERTAINMENT, INC.

Enclosed is an original and [x] (one (1) copy) / [ ] (two (2) copies) of the Articles of Incorporation for the above referenced corporation and a Check in the amount of: \$78.75.

[ ] \$70.00  
Filing Fee

[X] \$78.75  
Filing Fee  
& Certificate

[ ] \$122.50  
Filing Fee  
& Certified Copy

[ ] \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

-- one (1) additional copy required --

FROM:

Kenneth B. Thomson, P.A.  
Attorney and Counselor at Law  
101 Southhall Lane, Suite 400  
Maitland, FL 32751

(407) 667-4888 - (FAX) 667-4799

Dated: December 29, 1998.

DELIVER COMPLETED ARTICLES TO:

Department of State, Division of Corporations, Post Office Box 6327, Tallahassee, Florida, 32314. (904) 487-6052

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -1 AM 10:30

99 JAN -6 1999

**ARTICLES OF INCORPORATION**  
of  
**CENTRAL STATE ENTERTAINMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 AM 10:30

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE ONE**

NAME

The name of the corporation is, CENTRAL STATE ENTERTAINMENT, INC.

**ARTICLE TWO**

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is: 2143 Fennell Street, Orlando, Florida 32810. The mailing address of the corporation is the same.

**ARTICLE THREE**

CORPORATE DURATION

The duration of the corporation is perpetual.

**ARTICLE FOUR**

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

## ARTICLE FIVE

### CAPITALIZATION

The total number of shares of stock that the corporation is authorized to issue is TEN THOUSAND (10,000), all of which shall be Common Stock, and with a par value of one cent (.01). All Common Stock shares shall be identical with each other in every respect and the holder of Common Stock shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## ARTICLE SIX

### PREEMPTIVE RIGHTS

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

## ARTICLE SEVEN

### REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 2143 Fennell Street, Orlando, Florida 32810, and the name of its initial registered agent at such address is: Howard E. Gardner.

## ARTICLE EIGHT

### INCORPORATOR

The name and address of the incorporator is: Howard E. Gardner, 2143 Fennell Street, Orlando, Florida 32810.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand on this 29th day of December, 1998.

Name of Incorporator  
Howard E. Gardner

By



Howard E. Gardner

**CONSENT TO SERVE AS REGISTERED AGENT**  
of  
**CENTRAL STATE ENTERTAINMENT, INC.**

Howard E. Gardner hereby consents to serve as Registered Agent in the State of Florida for **CENTRAL STATE ENTERTAINMENT, INC.** He understands that as agent for the corporation it will be the Agent's responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and immediately notify the office of the Secretary of State in the event of his resignation, or of any changes in the registered office address of the corporation for which it is Agent pursuant to F.S. 607.0501(3).

Dated: December 29, 1998.

Name of Registered Agent:  
Howard E. Gardner

By   
Howard E. Gardner

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN -4 AM 10:30