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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG  
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BY APPOINTMENT ONLY

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February 2, 1999

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

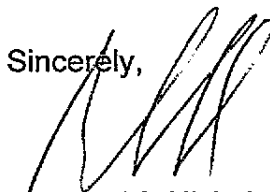
RE: ~~SHOWBIX~~ INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,



Gudrun M. Nickel

GMN/hs  
Enc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

B. BROCK FEB 11 1999

**ARTICLES OF INCORPORATION  
OF  
SHOWBOX INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is **SHOWBOX INC.** The principal place of business of the corporation is c/o 7519 Mill Pond Circle, Naples, Florida 34109. The mailing address of the corporation is c/o 7519 Mill Pond Circle, Naples, Florida 34109.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Stated Capital - Classes of Stock**

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

**ARTICLE V - Stock Ownership**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

**ARTICLE VI - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director(s) as follows:

OSKAR FIRNKES

7519 Mill Pond Circle  
Naples, Florida 34109  
U.S.A.

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**ARTICLE VIII - Officers**

The initial officer(s) of the corporation shall be as follows:

OSKAR FIRNKES

- President/Secretary/Treasurer

**ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

**ARTICLE X - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

**ARTICLE XI - Pre-emptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE XII - Amendment**

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

**ARTICLE XIII - Incorporator**

The name and address of the Incorporator to these articles of incorporation is:

GUUDRUN MARIA NICKEL, P.A.

350 Fifth Avenue South  
Suite 200  
Naples, FL 34102

**ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 7519 Mill Pond Circle, Naples, Florida 34109, and the name of the initial registered agent of the corporation at that address is Oskar Firnkkes.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes

these Articles of Incorporation this 2<sup>nd</sup> day of February, 1999.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]

Gudrun M. Nickel

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 2<sup>nd</sup> day of FEB, 1999, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (or who produced \_\_\_\_\_ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

[Signature]  
Notary Public

Notary Stamp/Seal



Kelly L. Hull  
Type or Print Notary Name

Notary Number: \_\_\_\_\_

We are hereby familiar with and accept the duties and responsibilities as registered agent for SHOWBOX INC.

by: [Signature]

Oskar Firnkes

\*

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