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CAPITAL CONNECTION, INC.

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

D & P Entertainment,
Incorporated

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Articles of Incorporation

of

D & P ENTERTAINMENT, Incorporated

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Under the provisions of the laws of the State of Florida, the undersigned subscriber to these Articles of Incorporation hereby affirms his/her competency to contract and hereby forms a corporation under and pursuant to these laws.

ARTICLE I: Corporate Name

The name of this corporation shall be **D & P ENTERTAINMENT, Incorporated** having as its principal place of business **1812 North 17th Street Tampa, Florida 33624-3731**.

ARTICLE II: Nature of Business

This corporation may engage in, transact, contract, be a party to and/or become involved in any and all lawful activities, ventures or business arrangements permitted under the current or future laws, statutes or ordinances of the United States of America, the State of Florida, or any other state, country, territory, parish, city or nation.

ARTICLE III: Capital Stock

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is one hundred (100); each share having a par (stated) value of one dollar (\$1.00), payable in lawful and legal tender of the United States of America. Said stock shall be issued in units of one share or multiples thereof. This corporation may enter into any legal contract or agreement with any party relating to the sale and/or purchase of any number of said shares for such consideration as shall be

deemed acceptable by the Board of Directors, provided that said consideration constitutes the sale or purchase of said shares at or exceeding the par value noted above. Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed.

ARTICLE IV: Registered Agent and Office

In compliance with Florida State Statutes (chapters 48 and 607), this corporation does hereby designate **David S. Taylor** as its initial registered agent. The street address of the office of this initial registered agent is 1409 Alhambra Drive, Apollo Beach, Florida 33572-2921.

ARTICLE V: Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI: Officers and Directors

This corporation shall initially have the following officer(s) and director(s), who shall hold office for the first year of the corporation's existence or until a successor is elected. The name(s), title(s), and address(es) of this/these officer(s) and director(s) is/are as follows:

President:	David S. Taylor - 1409 Alhambra Drive, Apollo Beach, FL 33572-2921
Vice President:	Paul A. Diaz - 906 Allegro Lane, Apollo Beach, FL 33572-2729
Secretary:	Gregory H. Zalkin - 12407 Stillwater Terrace, Tampa, FL 33624-4738

ARTICLE VII: Initial Stock Issue

This corporation shall begin with the issue of the following number of shares to the following officer(s):

The President, David S. Taylor, is hereby issued 45 shares of stock.

The Vice-President, Paul A. Diaz, is hereby issued 45 shares of stock.

The Secretary, Gregory H. Zalkin, is hereby issued 10 shares of stock.

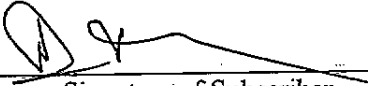
ARTICLE VIII: Amendments

These Articles of Incorporation may be amended at any time pursuant to a majority vote by the board of Directors or by a majority vote of the stockholders, each share having one vote. Each amendment shall be written and signed by each person casting the majority vote. Each amendment shall be provided to all stockholders and officers within ten (10) days of the enactment or effective date of the amendment, whichever comes first.

ARTICLE IX: Subscriber

The name and street address of the subscriber to these Articles of Incorporation is David S. Taylor, 1409 Alhambra Drive, Apollo Beach, FL 33572-2921.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this date, February 24, 1999.



Signature of Subscriber

Acceptance of Registered Agent

Having been designated in Article IV of the foregoing document to accept services of process and serve as the Registered Agent for the above-named corporation at the above named place. I hereby accept this designation and agree to act in this capacity until and unless a successor is named or elected as provided for in Article VIII above. I further agree to properly and completely discharge my duties in compliance with and as provided for in Florida State Statute chapters 607 and 617.

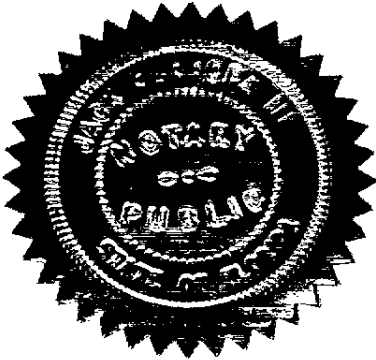


Signature of Registered Agent

----- Notarial Affidavit -----

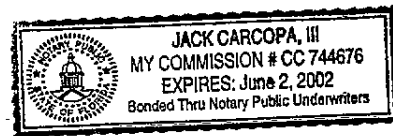
Before me, a duly certified and licensed Notary Public authorized by law to take acknowledgments in the State of Florida, personally appeared the person(s) named above, known to me and by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS THEREOF, I hereby set my hand and affix my official seal in the State of Florida, County of Hillsborough this date, February 24, 1999.





Jack Carcopa III, Notary Public



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