

P99000019355
GRANDY & KEEFNER LLP

February 25, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Stuntman Sam entertainment, inc.

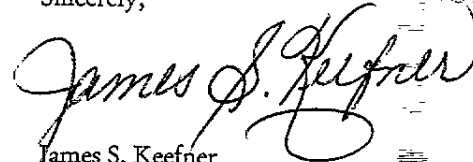
Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for Stuntman Sam entertainment, inc. and Certificate of Designation of Registered Agent/Registered Office, with a check in the amount of \$87.50. Please return a Certified Copy of the Articles of Incorporation and a Certificate of Status using the enclosed Federal Express prepaid domestic airbill.

If you have any questions that pertain to this filing, I can be reached at (407) 827-7199.

Thank you for your assistance.

Sincerely,


James S. Keefner
Managing Partner

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JSK

(Enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 AM 10:09

ARTICLES OF INCORPORATION
OF
STUNTMAN SAM ENTERTAINMENT, INC.

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ARTICLE I
NAME

The name of the corporation shall be Stuntman Sam entertainment, inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares with no par value.

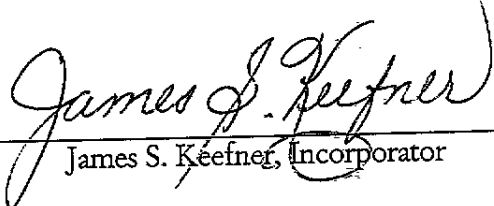
ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James S. Keefner, 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

ARTICLE V
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is James S. Keefner, 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

The undersigned has executed these Articles of Incorporation this 24th day of February, 1999.


James S. Keefner, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Stuntman Sam entertainment, inc.**
2. The name and address of the registered agent and office is James S. Keefner, 7380 Sand Lake Road, Suite 500, Orlando, Florida 32819.

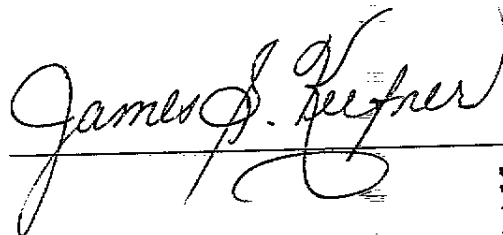
Dated: February 24, 1999



Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

Dated: February 24, 1999



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