

P99000054306

MOONDANCE ENTERTAINMENT

P.O. Box 7051
Boca Raton, FL 33431
(561) 417-5040

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-06/14/99-01091--005
*****70.00 *****70.00

June 11, 1999

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

Subject: MOONDANCE ENTERTAINMENT, INC.

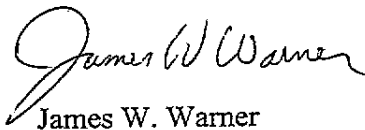
Dear Madam/Sir:

I enclose an original and one (1) copy of the articles of incorporation for the above referenced company. Please note that in 1998, I registered the fictitious name of Moondance Entertainment with the Secretary of State's office. I am now interested in incorporating it. I am the registrant of the above fictitious name and a director of the above mentioned corporation.

I also enclose check in the amount of Seventy (\$70.00) Dollars for the above filing. If you need anything further, please do not hesitate to call me at (561) 417-5040.

Thank you for your assistance in this matter.

Very truly yours,


James W. Warner

JWW/pg

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MOONDANCE ENTERTAINMENT, INC.

Article I
Name

The name of the corporation is Moondance Entertainment, Inc.

Article II
Duration

The corporation shall have perpetual existence.

Article III
Purpose

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

Article IV
Address

The principal place of business of the corporation shall be:

P.O. Box 7051
Boca Raton, FL 33431

Article V
Capital Stock

The corporation is authorized to issue 500 shares of common stock, \$1.00 par value per share.

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1900 Glades Road, Suite 245, Boca Raton, FL 33431 and the name of the initial registered agent of the corporation at that address is Pamela J. Green.

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TALLAHASSEE, FLORIDA

Article VII
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

James W. Warner
P.O. Box 7051
Boca Raton, FL 33431

Pamela J. Green
P.O. Box 7051
Boca Raton, FL 33431

Article VIII
Incorporator

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

Pamela J. Green
P.O. Box 7051
Boca Raton, FL 33431

Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement or expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of

shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

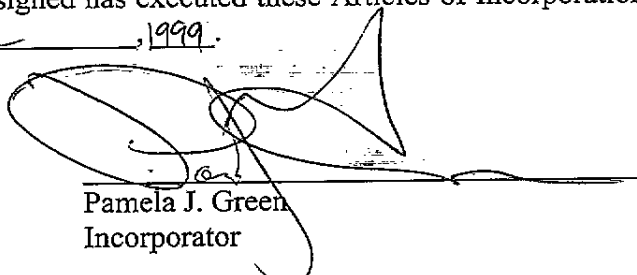
Article XI
Bylaws

The bylaws may be adopted, altered or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

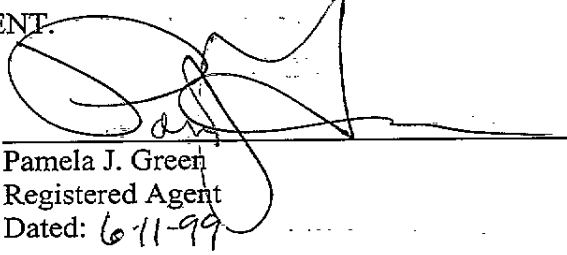
Article XII
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of June, 1999.


Pamela J. Green
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.



Pamela J. Green
Registered Agent
Dated: 6-11-99

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TALLAHASSEE, FLORIDA

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