

P99000061338

TRANSMITTAL LETTER

FILED

99 JUL -2 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 29, 1999

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

000002922050--6
-07/02/99-01040-019
*****78.75 *****78.75

SUBJECT: Dark Water Entertainment, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 (Filing Fee & Certificate)

Please return the photocopy to me with the filing date stamped on it.

FROM: Rebecca M. Nelson, Registered Agent

602 Grandview Terrace

Avon Park, FL 33825

(941) 382-7222 (daytime telephone number)

Rebecca Nelson GAVE
AUTHORIZATION BY PHONE TO
CORRECT R/M accept
DATE 7/2/99
DOC. EXAM Devin Brown

D BROWN JUL - 9 1999

Articles of Incorporation
of
Dark Water Entertainment, Inc.

FILED
99 JUL -2 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is Dark Water Entertainment, Inc.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 602 Grandview Terrace, in the City of Avon Park, County of Highlands. The name of its registered agent at such address is Rebecca M. Nelson.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000,000 shares, all of which are to be common stock with Par Value as determined in the By-laws.

5. Incorporators.

The name and mailing address of the incorporators are: Robert E. Hilton, Jr., Joseph Johnson, Jr., and Rebecca M. Nelson, 602 Grandview Terrace, Avon Park, FL 33825.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any

action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of June, 1999.

Robert E. Hilton, Jr.
Robert E. Hilton, Jr.

Joseph Johnson, Jr.
Joseph Johnson, Jr.

I UNDERSTAND AND ACCEPT THE DUTIES AS REGISTERED AGENT FOR THE ABOVE MENTIONED CORPORATION.

Rebecca M. Nelson
Rebecca M. Nelson
INCORPORATOR / REGISTERED AGENT

State of Florida)
County of Highlands) ss

FILED
99 JUL -2 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT REMEMBERED that on this 29th day of June, 1999 personally came before me, a Notary Public for the State of FL, Robert E. Hilton, Jr., Joseph Johnson, Jr., and Rebecca M. Nelson, to me personally known to be the same persons who executed the foregoing Articles of Incorporation, and acknowledged that said persons signed as the persons free act and deed the foregoing document and declared that the statements therein contained are true to those persons best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Mamie Lue Williams
Notary Public

My commission expires:

Aug 3, 2000

