

*Swann, Hadley & Alvarez, P.A.*  
*Attorneys and Counselors at Law*

Pervie R. Swann (1895 - 1984)

*Reply To:*

P. Raul Alvarez, Jr.  
Stuart P. Buchanan  
Peter F. Carr, Jr.  
Ralph V. Hadley, III  
Thomas H. Justice, III  
Jeffrey P. Milhausen  
Kimberly M. Reid  
Mark H. Ruff  
Richard R. Swann  
Todd W. Watson  
Griffith J. Winthrop, III

Winter Park Office

16 August, 1999

PP9000075881

Of Counsel:  
L. Pharr Abner

*Winter Park Office:*  
1031 West Morse Boulevard  
Suite 270  
Winter Park, Florida 32789  
Telephone (407) 647-2777  
Fax (407) 647-2157

*Kissimmee Office:*  
2710 North Orange Blossom Trail  
Suite 201  
Kissimmee, Florida 34744  
Telephone (407) 944-4333  
Fax (407) 944-4336

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Clambake Partners Entertainment Resource Group, Inc.

Dear Sir or Madam:

500002965935--1  
-08/20/99--01085--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

I enclose the following:

1. Executed original and one copy of Articles of Incorporation including Acceptance of Registered Agent Designated in Articles; and
2. Our firm's check in the amount of \$70.00 in payment of:
  - a. Profit corporation filing fee \$35.00
  - b. Registered Agent designation \$35.00

Please file the enclosed Articles and return a stamped copy to this office.

Sincerely yours,

RALPH V. HADLEY, III

99 AUG 20 PM 1:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RVH,III/pn

Enclosures

TS 8/25/99

**ARTICLES OF INCORPORATION**  
**OF**  
**CLAMBAKE PARTNERS ENTERTAINMENT**  
**RESOURCE GROUP, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **Clambake Partners Entertainment Resource Group, Inc.**

The address of the principal office of this corporation shall be:

7255 Moss Leaf lane, Orlando, Florida, 32819, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be, 7255 Moss Leaf Lane, Orlando, Florida, 32819, and the name of the initial registered agent of the corporation at that address is Kenneth E. Moulton.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. OFFICERS AND DIRECTORS**

The names and addresses of the initial Officers and Directors are:

Kenneth E. Moulton - President/ Secretary  
Director/Sole Shareholder

**ARTICLE VII. SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

**ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation:

Kenneth E. Moulton, 7255 Moss Leaf Lane, Orlando, Florida, 32819.

**IN WITNESS WHEREOF**, the undersigned being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 13<sup>th</sup> day of August, 1999.

  
KENNETH E. MOULTON

STATE OF FLORIDA  
COUNTY OF Orange

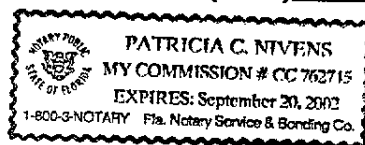
SWORN TO AND SUBSCRIBED before me this 13<sup>th</sup> day of August, 1999, by  
**KENNETH E. MOULTON**, who is/is not personally known to me.

TYPE OF IDENTIFICATION PRODUCED: M435-505-48-023-0  
Exp. 1-23-2000

NOTARY PUBLIC

(Sign) Patricia C. Nivens

(Print) Patricia C. Nivens



STATE OF FLORIDA AT LARGE (SEAL)  
MY COMMISSION EXPIRES:  
COMMISSION NO. 9-20-2002

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Kenneth E. Moulton, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

Kenneth E. Moulton  
KENNETH E. MOULTON

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED