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VALIDATION ONLY

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CORPORATION(S) NAME

Circle Productions LTD


Empire Toll Free: 1-800-432-3028

RECEIVED
 01 JAN -3 AM 9 06
 DIVISION OF CORPORATIONS

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 01 JAN 10 PM 12:53
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 3, 2001

EMPIRE

MIAMI, FL

SUBJECT: CIRCLE PRODUCTIONS LTD
Ref. Number: W01000000158

We have received your document for CIRCLE PRODUCTIONS LTD. However, the document has not been filed and is being returned for the following:

The use of the LIMITED or LTD., is not acceptable as a corporate suffix.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 801A00000308

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01 JAN 10 AM 9:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Articles of Incorporation of Circle Productions, *INC.*

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation under Florida law.

1. **NAME.** The name of this corporation is Circle Productions, *INC.* and the street address of its initial principal office and mailing address is 2106 S. Cypress Bend Drive, Suite 402, Pompano Beach, FL 33069.
2. **PURPOSE.** The purpose for which this corporation is organized is to conduct any and all lawful business.
3. **MEMBERS.** (a) The initial members of this corporation shall be Isaac Mark Alexander, Michael Steven Howarth, and Robert James Finn.
(b) Members of this corporation shall be admitted to membership in accordance with the regulations in the bylaws.
(c) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other income tax under § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization(s) that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organization under § 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.
4. **TERM.** This corporation shall exist perpetually.
5. **INCORPORATORS.** The names and residences of the incorporators are:

Isaac Mark Alexander	Michael Steven Howarth	Robert James Finn
233 NW 80 th Terrace	531 SW 63 rd Ave	540 SW 2 nd Place apt 3
Margate, FL 33063	Margate, FL 33068	Pompano Beach, FL 33060
6. **OFFICERS** (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting. The officers shall serve until the next annual meeting of the board of directors, unless removed earlier in accordance with the bylaws.
(b) The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:
President: Isaac Mark Alexander President: Michael Steven Howarth
Vice President/Secretary/Treasurer: Robert James Finn

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TALLAHASSEE FLORIDA

7. **DIRECTORS.** This corporation shall have a board of directors of three (3) directors initially. The number of directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall serve until the first election are:

Isaac Mark Alexander 233 NW 80 th Terrace Margate, FL 33063	Michael Steven Howarth 531 SW 63 rd Ave Margate, FL 33068	Robert James Finn 540 SW 2 nd Place apt 3 Pompano Beach, FL 33060
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Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even though they do not constitute a quorum of the board of directors.
8. **BYLAWS.** The bylaws of the corporation shall be adopted by the board of directors.
9. **AMENDMENTS.** An amendment to these articles may be proposed by the board of directors or a member. Amendments shall be adopted by the board of directors by the affirmative vote of at least two-thirds of the directors present and voting at a meeting at which a quorum is present.
10. **REGISTERED AGENT.** The initial registered agent for this corporation is Isaac Mark Alexander and initial registered office is located at 2106 S. Cypress Bend Drive, Suite 402, Pompano Beach, FL 33069.
11. **MEMBERS MEETINGS.** No act of the members shall be valid unless taken at a meeting of members after notice as prescribed in the bylaws.

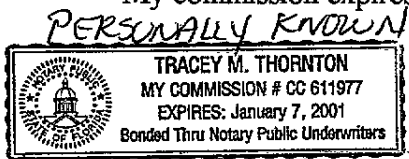
DATED on 12-28-00 [date]

[Signature] [incorporator] [Signature] [incorporator] [Signature] [incorporator]

STATE OF FLORIDA - COUNTY OF BROWARD 12-28-00-MH

The foregoing instrument was acknowledged before me on ~~02/00~~ by Tracey Thornton
 [Signer's Name]

Tracey M. Thornton Notary Public
 My commission expires: 1/7/2001



**CERTIFICATE OF DESIGNATION
 REGISTERED AGENT/REGISTERED OFFICE**

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with 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.

[Signature]
 Registered Agent

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