

P98000019250



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722599 7145944

AUTHORIZATION :—

COST LIMIT : \$ PPD

ORDER DATE : February 27, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 722599-005

CUSTOMER NO: 7145944

CUSTOMER: Rebecca Miller, Esq
MILLER & WEBNER, P.A.

21st Floor New World Tower
100 North Biscayne Blvd.
Miami, FL 33132

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DOMESTIC FILING

NAME: CONNECT STUDIOS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~***NEED ONE CERTIFIED AND ONE STAMPED***~~

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 1:25

RECEIVED
98 FEB 27 AM 11:45
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

CONNECT STUDIOS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 1:25

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: Connect Studios, Inc.

ARTICLE II

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 900 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock

may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE V

Registered Office and Registered Agent

The principal office, mailing address, and initial registered office of this corporation shall be located at 21st Floor, New World Tower, 100 North Biscayne Boulevard, Miami, Florida 33132 and the initial registered agent of this corporation at such office shall be Rebecca M. Miller. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) director, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the

Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of three (3) members, such members to hold office until their successor or successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Edward Hardin	100 N.E. 38th Street, #5 Miami, Florida 33138
Hanjo Lindemann	100 N.E. 38th Street, #5 Miami, Florida 33138
Dirk Franke	100 N.E. 38th Street, #5 Miami, Florida 33138

ARTICLE VIII

Incorporators

The name and street address of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Edward Hardin	100 N.E. 38th Street, #5 Miami, Florida 33138

Hanjo Lindemann

100 N.E. 38th Street, #5
Miami, Florida 33138

Dirk Franke

100 N.E. 38th Street, #5
Miami, Florida 33138

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Affiliated Transactions


In accordance with the provisions of Florida Statutes Section 607.0901 (5) (a) the provisions of the Florida Business Corporation Act of the State of Florida currently codified as Section 607.0901 of the Florida Statutes, as the same may be amended from time to time, shall be inapplicable to this corporation.

ARTICLE XI


Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation for the uses and purposes therein stated.



Edward Hardin, Incorporator




Hanjo Lindemann, Incorporator




Dirk Franke, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of February, 1998 by Edward Hardin, who is personally known to me or who has produced CA DL# C5373284 as identification and who did take an oath.

 **DAVID W. JENKINS**
COMMISSION # CC 511525
EXPIRES DEC 15, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

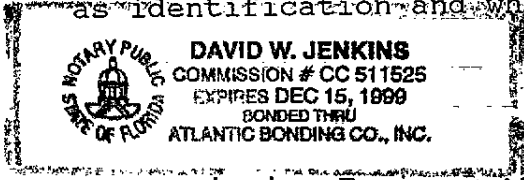



NOTARY PUBLIC, State of Florida
at Large (SEAL)

My Commission Expires: 12-15-1999

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of February, 1998 by Hanjo Lindemann, who is personally known to me or who has produced GERMAN DRIVERS LICENSE as identification and who did take an oath.

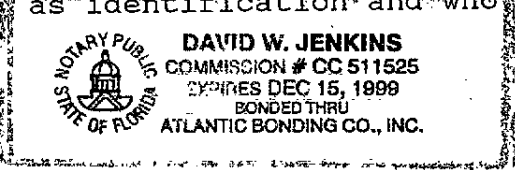




NOTARY PUBLIC, State of Florida
at Large (SEAL)

My Commission Expires: 12-15-1999

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th day of February, 1998 by Dirk Franke, who is personally known to me or who has produced R-DL 652 174 56 0440 as identification and who did take an oath.




NOTARY PUBLIC, State of Florida
at Large (SEAL)

My Commission Expires: 12-15-1999

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Rebecca M. Miller, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 26th day of February, 1998.


Rebecca M. Miller

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DIVISION OF CORPORATIONS
98 FEB 27 PM 1:25