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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 20 PM 2:51

Requestor's Name

JACK B. SPIRA, ESQ.  
5205 BABCOCK STREET, N.E.  
PALM BAY, FL 32905

City/State/Zip

PHONE #

100002611241  
-08/10/98--01030--007  
\*\*\*122,50 \*\*\*122,50  
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. D.B.C. Entertainment, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

M98-18484  
789,2544,2550

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 13, 1998

JACK B. SPIRA, ESQ.  
5205 BABCOCK STREET, N.E.  
PALM BAY, FL 32905

SUBJECT: T.B.C., INC.  
Ref. Number: W98000018484

We have received your document for T.B.C., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 698A00042172

**ARTICLES OF INCORPORATION**  
**OF**  
**T.B.C. ENTERTAINMENT, INC.**

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**THE UNDERSIGNED**, subscriber to these Articles of Incorporation, natural persons, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

**ARTICLE I - NAME**

The name of this corporation is: T.B.C. ENTERTAINMENT, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - AUTHORIZED STOCK**

The corporation is authorized to issue 5,000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

## **ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 2774 N. Harbor City Blvd., Melbourne, Florida 32935.

The name and address of the initial registered agent of this corporation is: Chris Moeller, 2774 N. Harbor City Blvd., Melbourne, Florida 32935.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Chris Moeller	1252 Winding Meadows Road Rockledge, FL 32955
Teresa Moeller	1252 Winding Meadows Road Rockledge, FL 32955
Jerry Baurmeister	4979 S. Fork Ranch Drive Orlando, FL 32812
Gudrun Beck	4979 S. Ford Ranch Drive Orlando, FL 32812

## **ARTICLE VIII**

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

<u>NAME</u>	<u>ADDRESS</u>
Chris Moeller	2774 N. Harbor City Blvd. Melbourne, FL 32935

### ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Chris Moeller
Vice President	-	Teresa Moeller
Treasurer	-	Teresa Moeller
Secretary	-	Chris Moeller

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

### ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

### ARTICLE XI - RESTRICTION OR TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons and in the amount set opposite their names:

Chris Moeller and Teresa Moeller, husband and wife	-	4,500 shares
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Gudrun Beck - 250 shares

Jerry Baurmeister - 250 shares

The terms, agreements and times for offering or acceptance for the sale of such shares shall be more specifically defined in the By-Laws of the Corporation.

**ARTICLE XII - MANAGEMENT OF THE CORPORATION**  
**BY THE SHAREHOLDERS**

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

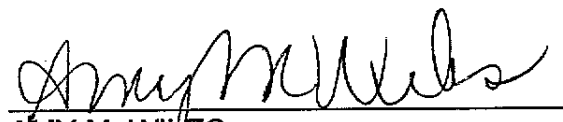
**IN WITNESS WHEREOF**, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 17<sup>th</sup> day of August, 1998.

  
CHRIS MOELLER

STATE OF FLORIDA  
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, CHRIS MOELLER, who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal this 17<sup>th</sup> day of August, 1998.

  
AMY M. WILES  
NOTARY PUBLIC

My commission expires:  
My commission number:

**DESIGNATION OF REGISTERED AGENT**

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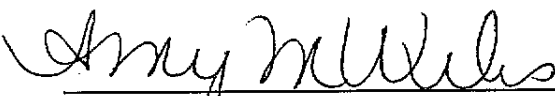
I HEREBY ACCEPT the designation as Registered Agent of this corporation.

  
CHRIS MOELLER

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the  
aforementioned State and County to take acknowledgments and administer oaths,  
personally appeared, CHRIS MOELLER, who is personally known to me to me known to  
be the persons described in and executed the foregoing Articles of Incorporation and he  
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th  
day of August, 1998.

  
AMY M. WILES  
NOTARY PUBLIC

My commission expires:  
My commission number:

