

F0200 00005219

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000213287 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

02 OCT 17 AM 10:59
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

SOUTH BEACH PRODUCTIONS OF DELEWARE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

original
certificate
before it
was altered
10-17-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 15, 2002

EMPIRE

SUBJECT: SOUTH BEACH PRODUCTIONS, INC.
Ref. Number: W02000025636

We have received your document for SOUTH BEACH PRODUCTIONS, INC. and check(s) totaling \$360.00. However, your check(s) and document are being returned for the following:

If the company has filed a name change in Delaware, you must provide a new certificate evidencing the name change. You have altered the Delaware certificate so it can no longer be used in this filing.

Please return 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 302A00057474

FILED
OCT 17 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 6, 2002

EMPIRE

SUBJECT: SOUTH BEACH PRODUCTIONS, INC.
Ref. Number: W02000025636

We have received your document for SOUTH BEACH PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 502A00051501

02 OCT 17 AM 10:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 4, 2002

EMPIRE

SUBJECT: SOUTH BEACH PRODUCTIONS, INC.
Ref. Number: W02000025636

We have received your document for SOUTH BEACH PRODUCTIONS, INC. and your check(s) totaling \$360.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The check submitted must be made payable to the Secretary of State.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 102A00051040

02 OCT 17 AM 10:59
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

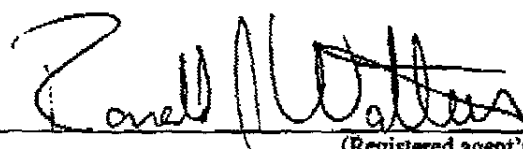
1. SOUTH BEACH PRODUCTIONS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. 22-3858595
(FEI number, if applicable)
4. AUGUST 26, 2002
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11555 HERON BAY BLVD SUITE 200, CORAL SPRINGS, FL 33076
(Principal office address)

11555 HERON BAY BLVD SUITE 200, CORAL SPRINGS, FL 33076
(Current mailing address)
8. FILM PRODUCTION
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: RONALD J WALTERS

Office Address: 11555 HERON BAY BLVD SUITE 200

CORAL SPRINGS, Florida 33076
(City) (Zip code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

02 OCT 17 2002 17:59
AND FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned RONALD J WATERS, do hereby certify
(Name)

that this Resolution of the Board of Directors of SOUTH BEACH PRODUCTIONS INC

(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE
was duly adopted on AUG 26 2002

Be it resolved, that SOUTH BEACH PRODUCTIONS INC
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name
SOUTH BEACH PRODUCTIONS OF DELAWARE INC for use in Florida.

Dated: 10-15-02

Ronald J. Waters
Signature of either Chairman, Vice Chairman or any officer

RONALD J. WATERS
Type or print name

RECEIVED
AND
FILED
02 OCT 17 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FNG1519(1/00)

A. DIRECTORS

Chairman: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200

CORAL SPRINGS, FL 33076

Vice Chairman: N/A

Address: _____

Director: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200

CORAL SPRINGS, FL 33076

Director: N/A

Address: _____

B. OFFICERS

President: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200

CORAL SPRINGS, FL 33076

Vice President: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200

CORAL SPRINGS, FL 33076

Secretary: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200, CORAL SPRINGS, FL 33076

Treasurer: RONALD J. WALTERS

Address: 11555 HERON BAY BLVD SUITE 200, CORAL SPRINGS, FL 33076

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RONALD J. WALTERS, CHAIRMAN

(Typed or printed name and capacity of person signing application)

02 OCT 17 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

Delaware

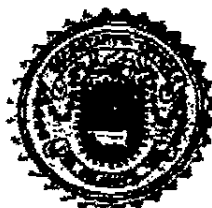
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH BEACH PRODUCTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTH BEACH PRODUCTIONS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3562176 8300

020540513

AUTHENTICATION: 1955602

DATE: 08-27-02