

MORAN & SHAMS, P.A.  
ATTORNEYS AT LAW

N00000003340

May 16, 2000

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: AACTS, Inc.  
Florida - 2000

800003255889--3  
-05/17/00--01062--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, please call us collect.

Sincerely yours,



Lawrence H. Haber

LHH:lek  
Enclosures

F:\DATA\WPDATA\LHH\AACTS, Inc\SECY1.LTR.wpd(991021-6)

FILED  
00 MAY 17 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 20 2000

PO Box 472 ORLANDO, FL 32802-0472  
111 N. ORANGE, AVE. SUITE 1200 ORLANDO, FL 32801  
PH. 407-841-4141 FX. 407-841-4148  
MORAN-SHAMS@MORAN-SHAM.COM

DAVID E. ACKLEY

CRISTINA ARECHAGA

LAWRENCE H. HABER

JAMES F. KIDD

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

YUVORA NONG

JENNIFER EDEN RAILEY

MAURICE SHAMS

SIDNEY H. SHAMS

OF COUNSEL

SCOTT E. JOHNSON

**ARTICLES OF INCORPORATION OF  
AACTS, INC.**

FILED  
00 MAY 17 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A Florida Corporation Not for Profit  
Pursuant to Florida Statute 617**

\*\*\*\*\*

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be AACTS, INC.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is c/o Mike Basile, 1307 Dove Drive, Orlando, Florida, 32803-3024.

**ARTICLE III  
DURATION**

The period of its duration is perpetual, unless dissolved according to law.

**ARTICLE IV  
NON PROFIT PURPOSE**

The corporation is formed exclusively for purposes for which a corporation may be formed under the Corporations Not For Profit Law of the State of Florida, and not for pecuniary profit or financial gain. No part of the assets, income or profit of the corporation shall be distributable to, or inure to the benefit of, its members, directors or officers except to the extent permitted under the Corporation Not For Profit Law. The corporation shall not take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

**ARTICLE V  
SPECIFIC PURPOSES**

The purpose or purposes for which the corporation is organized are to engage in all activities for the purpose of providing career and networking information for actors and entertainers in the

greater Orlando, Florida area, and to perform all other acts, as provided by and permitted under the laws of the State of Florida, to accomplish such general purpose and objectives.

## **ARTICLE VI SCOPE OF ACTIVITIES**

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may hereafter amended from time to time.

## **ARTICLE VII DISTRIBUTION ON DISSOLUTION OR LIQUIDATION**

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they or to the Federal, State or Local government for exclusive public purpose.

## **ARTICLE VIII INCORPORATION**

The name and address of the Incorporator signing these Articles is set forth below:

Lawrence H. Haber, Esquire  
Moran & Shams, P.A.  
111 North Orange Avenue, Suite 1200  
Orlando, Florida 32801

## **ARTICLE IX REGISTERED AGENT**

The street address and the city of the initial registered agent of the corporation is 111 North Orange Avenue, Suite 1200, Orlando, Florida, 32801, and the name of its initial registered agent at such address is Lawrence H. Haber.

**ARTICLE X  
MANNER OF ELECTION OF DIRECTORS**

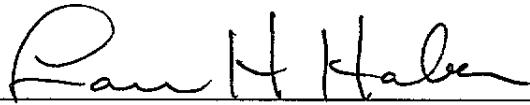
The method of election of directors of the Corporation shall be stated in the Bylaws of the Corporation.

**ARTICLE XI  
NON STOCK BASIS**

This corporation is organized under a non stock basis.

DATED the 16<sup>th</sup> day of May, 2000.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day and year hereinabove set forth.

  
\_\_\_\_\_  
Lawrence H. Haber

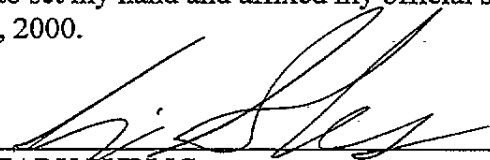
STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public authorized a take acknowledgments in the State and County set forth above, personally appeared Lawrence H. Haber, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before em that he executed them for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of May, 2000.



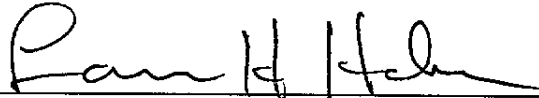
**Sidney Shams**  
MY COMMISSION # CC863751 EXPIRES  
July 15, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

### ACCEPTANCE BY REGISTERED AGENT


Having been named as registered agent and to accept service of process for the above stated Corporation, 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.

  
\_\_\_\_\_  
Lawrence H. Haber

STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF ORANGE    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence H. Haber know to me and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 16 day of May, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**Sidney Shams**  
MY COMMISSION # GC663751 EXPIRES  
July 15, 2001  
BONDED THRU TROY FAIR INSURANCE, INC

00 MAY 17 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED