



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
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UCC SERVICES
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820689/7875C

November 7, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Shazam, Inc.

900003455009--6

-11/07/00--01013--020

*****78.75 *****78.75

Filing Evidence

Original Confirmation Copy

Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS

	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS

	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS

	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION

	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

00 NOV -7 AM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 NOV -7 AM 10:18
TO THE CLERK OF THE
SUFFOLK COUNTY
DIVISION OF RECORDS

FILED

RECEIVED
DIVISION OF RECORDS
TALLAHASSEE FLORIDA

NOV 09 2000
W-26639
TS
7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 8, 2000

UCC FILING & SEARCH SERVICES, INC.
526 E PARK AVE
TALLAHASSEE, FL 32301

SUBJECT: SHAZAM, INC.
Ref. Number: W00000026639

We have received your document for SHAZAM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00057681

ARTICLES OF INCORPORATION

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

ARTICLE I – NAME

Shazam, Inc.

ARTICLE II – PRINCIPLE OFFICE

2520 Rocky Point Road
Malabar, Florida 32950

FILED
00 NOV -7 AM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III – PURPOSE

The purposes of the corporation are to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its members where necessary to carry out the exempt purposes of the corporation. Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the

income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by Section 4942 of the Code; (v) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the Code), and (vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and application of the corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

ARTICLE IV – MEMBERS

Members of the corporation shall consist of:

1. Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.
2. To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes

a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

3. In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE V - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Secretary, Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

MEMBERS

The corporation shall have perpetual existence.

ARTICLE VI - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Adrianne Lewis	President
Adrianne Lewis	Secretary
Adrianne Lewis	Treasurer

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Adrianne Lewis	2520 Rocky Point Road, Malabar, Florida 32950
Rudolphe Kossivi Ossciyi	BP 60722, Lome, Togo, West Africa
Mehenou S. Amouzou	BP 60722, Lone, Togo, West Africa

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is CHRISTOPHER J. COLEMAN.

ARTICLE IX – INCORPORATOR

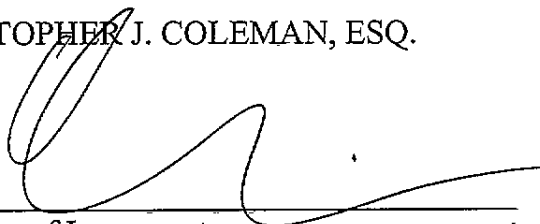
The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

CHRISTOPHER J. COLEMAN, ESQ.

1329 Bedford Drive, Suite 1
Melbourne, Florida 32940



Signature of Incorporator

11/2/00

Date

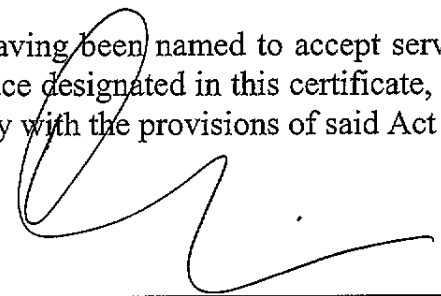
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that Abitino N.Y. Pizza House, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named Christopher J. Coleman, Esquire located at 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Signature of Registered Agent

11/2/00

Date