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FLORIDA NON-PROFIT CORPORATION

Showmedia Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
SHOWMEDIA FOUNDATION, INC.

The undersigned, for purposes of forming a corporation not for profit under the laws of the State of Florida, hereby submits the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is ShowMedia Foundation, Inc. (the "Corporation").

ARTICLE II

Address of Principal Office and Mailing Address

The street address of the Corporation's initial principal office and the mailing address of the Corporation are: 1600 SE 17th Street, Suite 200, Fort Lauderdale, Florida 33316.

ARTICLE III

Duration

This Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

ARTICLE IV

Purpose

The Corporation is organized exclusively for such lawful and charitable, educational, literary, or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time

to time be given to it by any person, persons or corporations. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons,

- (a) unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, and except
- (b) (i) as reasonable compensation for services rendered, or
- (ii) to make payments and distributions in furtherance of the purposes set forth in this Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law, or (c) for any period during which the Corporation may be classified as a private foundation, by a private foundation within the meaning of Section 509(a) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE V

Members

The qualification for members and the manner of their admission will be as provided in the Bylaws. The rights exercisable by members will also be as provided in the Bylaws.

ARTICLE VI

Board of Directors

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

James Gilbert
1790 East Las Olas Blvd., #23
Fort Lauderdale, Florida 33301

Lester Abberley
23 Pelican Isle
Fort Lauderdale, Florida 33301

Richard Vilain
244 Three Islands Blvd.
Hallandale Beach, Florida 33309

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida, 33131, and the Corporation's initial registered agent at that address is Interstate Registered Agent Corporation.

ARTICLE VIII

Incorporator

The name and street address of the incorporator are Mary E. Clarke, Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE IX

Dissolution

In the event of the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such disposition shall be accomplished in a manner which does not result in the imposition of any amount of tax under section 507 of the Code, relating to the tax on termination of private foundation status, or the corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the Board of Directors of the Corporation.

ARTICLE XI

Bylaws

The Bylaws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Directors of the Corporation.

ARTICLE XII

Indemnification

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of January, 2003.

Mary E. Clarke
Mary E. Clarke

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

The foregoing instrument was acknowledged before me this 7 day of January 2003, by Mary E. Clarke who is personally known to me and did not take an oath.



J. Clark
MY COMMISSION # CC797903 EXPIRES
April 5, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

J. Clark
Print Name: _____
Notary Public, State of Florida at Large
My Commission Expires: _____

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

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

ShowMedia Foundation, Inc., a Florida not for profit corporation, has designated Interstate Registered Agent Corporation, located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its agent to accept service of process within Florida.

Mary E. Clarke
Mary E. Clarke, Incorporator

Dated: 1/7/03

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TALLAHASSEE, FLORIDA

Having been designated to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Interstate Registered Agent Corporation,
Registered Agent

By: Steven H. Hagen
Steven H. Hagen
Vice President

Dated:

WAS1 #1141947 v3

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