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STEVEN D. BRAVERMAN, P.A.
ATTORNEY AT LAW

FILED

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2021 EAST COMMERCIAL BOULEVARD, SUITE 304
PORT LAUDERDALE, FLORIDA 33308
305-493-5302 305-771-1358 (FAX)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 1996

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Florida All Star Talent Network, Inc.
Our File No: 95-815

W96-2675
2295
626

Dear Mr. Smith:

Enclosed please find the original Articles of Incorporation concerning the above-captioned matter.

We have enclosed this firm's check in the amount of \$122.50 to cover the cost of the filing fee, one certified copy and a Registered Agent designation.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



STEVEN D. BRAVERMAN, P.A.

SDB/pm
enclosure

Steven Braverman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I
DATE 2-13-96
DOC. EXAM MM

2-13-96
MM



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1996

STEVEN D. BRAVERMAN, P.A.
2021 EAST COMMERCIAL BOULEVARD
SUITE 304
FORT LAUDERDALE, FL 33308

SUBJECT: FLORIDA ALL STAR TALENT NETWORK, INC.
Ref. Number: W96000002675

We have received your document for FLORIDA ALL STAR TALENT NETWORK, 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):

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 596A00004942

STEVEN D. BRAVERMAN, P.A.
ATTORNEY AT LAW

2021 EAST COMMERCIAL BOULEVARD, SUITE 304
FORT LAUDERDALE, FLORIDA 33308
305-493-5302 305-771-1358 (FAX)

February 8, 1996

Kathy Hyman, Document Specialist
Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida All Star Talent Network, Inc.
Our File No: 95-815

Dear Ms. Hyman:

Pursuant to your correspondence dated February 5, 1996, a copy of which is enclosed herewith, enclosed please find the original Articles of Incorporation for Florida All Star Talent Network, Inc., concerning the above-captioned matter.

You previously received this firm's check in the amount of \$122.50. Therefore, we would request that our client's Articles be processed and Florida All Star Talent Network, Inc., become incorporated.

Thank you for your prompt attention to this matter. If you have any questions or concerns, please feel free to contact our office.

Very truly yours,



STEVEN D. BRAVERMAN, P.A.

SDB/pm
enclosure

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FLORIDA ALL STAR TALENT NETWORK, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I

NAME

The name of the corporation is Florida All Star Talent Network, Inc. Located at 3408 Hibiscus Place, Miramar, Florida 33023

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSE

A. The purpose for which this Corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.

B. No dividends shall be paid, and no part of the income of the Corporation shall be distributed or inure to the benefit of any member, director or officer.

C. This Corporation shall have and exercise all rights and powers conferred upon Corporations under the laws of the State of

Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth in Paragraph A of this Article.

D. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law; or (b) a Corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

TERM

This Corporation shall have a perpetual existence.

ARTICLE V

INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

DESIREE A. ROBERTS
3408 Hibiscus Place
Miramar, Florida 33023

ARTICLE VI

MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and

privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the by-laws of this corporation.

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS.

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, with the guidance and direction of a Educational Director. The initial Board of Directors shall have three (3) members. The number of directors herein provided for may be changed by a Bylaw duly adopted by the members entitled to vote, but shall never be less than three (3).

The manner in which the directors are elected or appointed shall be as set forth in the By-Laws.

The names and addresses of the persons constituting the first Board of Directors and the Educational Director who are to act in that capacity until the selection of their successors are confidential.

B. Elective Officers. The Officers of this Corporation shall be president, vice president, secretary, and treasurer. Other offices and officers may be established or appointed by members of this Corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers

shall be as set forth in the bylaws.

The officers who are to serve until the first meeting of the Board of Directors under the Articles of Incorporation are:

DESIREE A. ROBERTS, VICE PRESIDENT/SECRETARY
3408 Hibiscus Place
Miramar, Florida 33023

THOMAS J. ROBERTS, PRESIDENT/TREASURER
3408 Hibiscus Place
Miramar, Florida 33023

ARTICLE VIII

LOCATION OF REGISTERED OFFICE:

IDENTIFICATION OF REGISTERED AGENT

A. The address of this Corporation's initial registered office in the State of Florida is 2021 East Commercial Boulevard, Suite 304, Fort Lauderdale, Florida 33308.

B. The name of this Corporation's initial registered agent at the above address is STEVEN D. BRAVERMAN, P.A.

ARTICLE IX

INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any attributable to such participation by nonmembers will be paid over to an organization which is exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code on an annual basis.

ARTICLE X

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the

Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE XI

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of this Corporation.

ARTICLE XII

DISSOLUTION

In the event of dissolution of this Corporation, property of the Corporation shall be distributed in such shares as the Board of Directors may in its sole discretion then determine to one or more organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, or to the Federal, State or Local government for exclusive public use.

ARTICLE XIII

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

The undersigned, constituting the subscribers of this Corporation, for the purpose of forming this Corporation Not For Profit under the laws of the State of Florida, have executed these

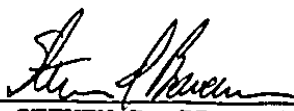
Articles of Incorporation this 27 day of December, 1995.


BY: DESIREE A. ROBERTS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, FLORIDA ALL STAR TALENT NETWORK, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 26th day of ~~December~~ ^{January}, 1996.


BY: STEVEN D. BRAVERMAN, P. A.
Registered Agent

FILED
96 FEB -9 PM 12:53
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA