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**FLORIDA PROFIT CORPORATION OR P.A.**

**FAIRE 1 ENTERTAINMENT, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
FAIRE 1 ENTERTAINMENT, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is FAIRE 1 ENTERTAINMENT, INC. with principal office and mailing address located at 9220 S. Hollybrook Lake Drive, #204, Pembroke Pines, FL 33025

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock . The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 per share.

Filed by: PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.  
20401 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE V**

**FAIRE 1 ENTERTAINMENT, INC.** has named **CYNTHIA DAWSON-MACHANIC** of 9220 S. Hollybrook Lake Drive, #204, Pembroke Pines, Fl 33025 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 9220 S. Hollybrook Lake Drive, #204, Pembroke Pines, Fl 33025.

**ARTICLE VI****INITIAL BOARD OF DIRECTORS**

The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial Directors are:

**CYNTHIA DAWSON-MACHANIC****9220 S. Hollybrook Lake Drive, #204  
Pembroke Pines, Fl 33025****ERNST CHARLES****9220 S. Hollybrook Lake Drive, #204,  
Pembroke Pines, Fl 33025****ARTICLE VII****INCORPORATION**

The name and address of the incorporator of these articles of Incorporation is **CYNTHIA DAWSON-MACHANIC**, 9220 S. Hollybrook Lake Drive, #204, Pembroke Pines, Fl 33025

**ARTICLE VIII****BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and

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the Shareholders.

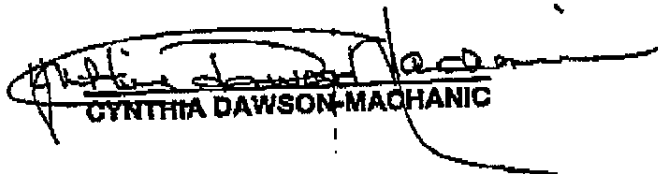
ARTICLE IX  
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 17th day of March 2000.

  
CYNTHIA DAWSON-MACHANIC

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STATE OF FLORIDA )  
COUNTY OF DADE )

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BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared **CYNTHIA DAWSON-MACHANIC**, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 17 day of March 2000.



  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

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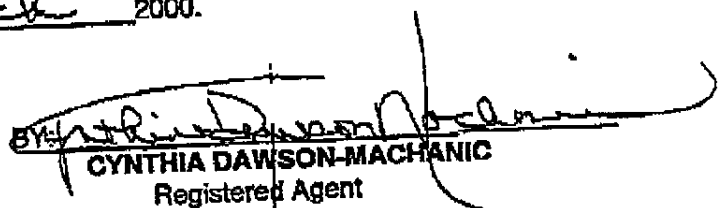
**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:  
FIRST that FAIRE 1 ENTERTAINMENT, INC. is desiring to organize or qualify under the laws  
of the State of Florida with its principal place of business at 9220 S. Hollybrook Lake Drive,  
#204, Pembroke Pines, Fl 33025 has named CYNTHIA DAWSON-MACHANIC of 9220 S.  
Hollybrook Lake Drive, #204, Pembroke Pines, Fl 33025 as its Registered Agent to accept  
service of process within Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at 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 performance of my duties.

Dated this 17th day of March 2000.

  
CYNTHIA DAWSON-MACHANIC  
Registered Agent

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**CONSENT TO ACTION TAKEN  
IN LIEU OF PRE-ORGANIZATION MEETING  
OF  
FAIRE 1 ENTERTAINMENT, INC.**

The undersigned being the incorporator of the corporation consent to and ramify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on \_\_\_\_\_ with the Secretary of the State of Florida, was approved and inserted in the book of this corporation.

The person(s) whose name(s) appears below is the appointed directors of the Corporation to serve for a period of one year until the successor(s) is appointed or elected and shall qualify:

**CYNTHIA DAWSON-MACHANIC    PRESIDENT/TREASURY**

**ERNST CHARLES                      VICE PRESIDENT/SECRETARY**

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel or the corporation were adopted and

The seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

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**ISSUANCE OF INITIAL SHARES**

a) **ACKNOWLEDGEMENT OF SUBSCRIPTIONS:** The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the person(s) in the amount and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	%	Consideration
CYNTHIA DAWSON-MACHANIC	50		50
ERNST CHARLES	50		50

b) **PAYMENT OF SUBSCRIPTION:** The officers of the corporation are hereby-authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certificated against receipt of the subscription prices.

c) **NONASSESSABILITY:** On receipt of the subscription price from each subscriber and the issuance of shares to them, such shares will be validly authorized and issued, fully paid and non-assessable.

d) **ALLOCATION OF PROCEEDS:** Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.


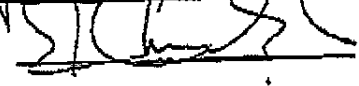
e) **DESIGNATION OF BANK DEPOSITORY:** The Treasurer of the Corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or

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appropriate at any commercial bank and to endorse any checks, drafts, notes orders and bills of exchange payable to or otherwise to the property of the corporation; to deposit them in such, and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as an appendix to this consent a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Director. Executed by the undersigned as first directors of FAIRE 1 ENTERTAINMENT, INC., on the date indicated below:

Name of Director	Signature of Director	Date of Execution
CYNTHIA DAWSON-MACHANIC		03.17.00
ERNST CHARLES		03.17.00

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