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

Lighthouse Entertainment Group Inc

Photocopy

~~Certified Copy~~

- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING
- ARTICLES ONLY
- ALL CHARTER DOCS TO INCLUDE ARTS & AMENDS
- CERTIFICATE OF FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

FILED  
 JUL 17 AM 9:30  
 STATE OF FLORIDA  
 TALLAHASSEE

NEW FILINGS
<del>NonProfit</del>
NonProfit
Limited Liability
Domestication
Other

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

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

**RECEIVED**  
 00 JUL 17 PM 4:30  
 DIVISION OF CORPORATION  
 T. SMITH JUL 18

ARTICLES OF INCORPORATION  
OF  
LIGHTHOUSE ENTERTAINMENT GROUP, INC.

FILED  
00 JUL 17 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is LIGHTHOUSE ENTERTAINMENT GROUP, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 460 NW 91 Street, Miami, Florida 33150.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per

share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 460 NW 91 Street, Miami, Florida 33150, and CESCLE W. BROOKS is the registered agent at that office.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

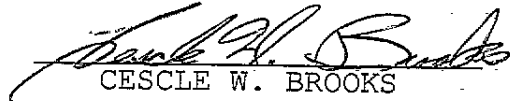
CESCLE W. BROOKS  
460 NW 91 Street  
Miami, Florida 33150

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

CESCLE W. BROOKS  
460 NW 91 Street  
Miami, Florida 33150

IN WITNESS WHEREOF, I, CESCLE W. BROOKS, the undersigned incorporator, have signed these Articles of Incorporation on this 14 day of July, 2000 and acknowledged the same to be my act.

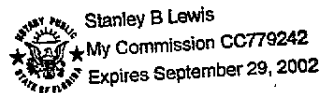
  
CESCLE W. BROOKS

STATE OF FLORIDA ( )  
COUNTY OF DADE ( )

The foregoing instrument was acknowledged before me this 14 day of July, 2000 by CESCLE W. BROOKS, who personally appeared before me at the time of notarization, and who has produced a Florida Driver's License identification.

NOTARY PUBLIC:

SIGN:   
PRINT: STANLEY B. LEWIS



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 Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That LIGHTHOUSE ENTERTAINMENT GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at \_\_\_\_\_ of Miami, County of Dade, State of Florida, has named CESCLE W. BROOKS, located at 460 NW 91 Street in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

FILED  
JUL 11 AM 9:19  
CLERK OF DISTRICT COURT  
TALAMON COUNTY, FLORIDA

-Acceptance of Agent-

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.

BY: *Cescle W. Brooks*  
CESCLE W. BROOKS

DATE: 7/14/2000