

TFC

(30) 75 34
October 12, 2000

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

500003425595--5
-10/16/00--01079--006

Re: Articles of Incorporation *****70.00 *****70.00
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation, and Certificates Designating Places of Business, and a money order for filing fees for the following:


No	Company Name	CK /MO#	Amount
1.	HAND TO MOUTH PUBLISHING, INC.	96111960220	\$70.00
2.	OFF GLAZZ ENTERTAINMENT, INC.	96111960230	\$70.00
	TOTAL		\$140.00

Please file both the Articles and certificates for the Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE


Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

FILED
00 OCT 16 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN OCT 18 2000

ARTICLES OF INCORPORATION
OF
OFF GLAZZ ENTERTAINMENT, INC.

FILED
00 OCT 16 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is OFF GLAZZ ENTERTAINMENT, 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 525 N. W. 129th Way, Pembroke Pines, Florida 33028.

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 purpose for which the Corporation is organized is 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 Five Thousand (5,000) 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 525 N. W. 129th Way, Pembroke Pines, Florida 33028; and the registered agent at that office is Vincent McArthur.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors 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:

Vincent McArthur
525 N. W. 129th Way
Pembroke Pines, Florida 33028

Kevin Taylor
18120 N. W. 25th Court
Miami, Florida 33056

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

VINCENT MCARTHUR
525 N. W. 129th Way
Pembroke Pines, Florida 33028

IN WITNESS WHEREOF, I, VINCENT MCARTHUR, the undersigned incorporator, have signed these Articles of Incorporation on this 12 day of OCTOBER, 2000, and acknowledged the same to be my act.

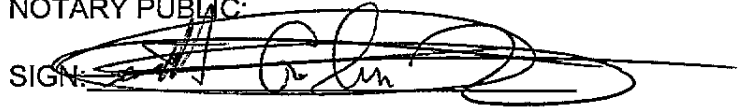

VINCENT MCARTHUR

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of October, 2000, by VINCENT MCARTHUR, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



Jeannette G Andrews-
Thompson
My Commission CC813889
Expires March 2, 2003

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

FILED
OCT 16 AM 11:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

First--That OFF GLAZZ ENTERTAINMENT, INC., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of
PEMBROKE PINES, County of BROWARD, State of Florida, has named VINCENT MCARTHUR,
at 525 N. W. 129th Way, in the City of PEMBROKE PINES, County of BROWARD, State of Florida,
as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.

BY: 

VINCENT MCARTHUR

DATE: 10/12/00