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October 24, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Shapiro Bernstein & Cochran Talent Management Agency Inc.

**100000100119**

Filing Evidence

☐ Plain Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other 100003438121--9

Retrieval Request

☐ Photocopy

☐ Certified Copy

-10/25/00--01002--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FILED  
00 OCT 24 PM 3:37  
TALLAHASSEE FL 32301  
SECRETARY OF STATE

RECEIVED  
00 OCT 24 PM 2:40  
TALLAHASSEE FL 32301  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

10/25/00 OCT 24 2000

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**ARTICLES OF INCORPORATION**  
**OF**  
**SHAPIRO, BERNSTEIN & COCHRAN TALENT MANAGEMENT AGENCY, INC.**

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

**ARTICLE I: NAME OF THE CORPORATION**

The name of the corporation is SHAPIRO, BERNSTEIN & COCHRAN TALENT MANAGEMENT AGENCY, INC., hereinafter referred to as the "Corporation".

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**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the Corporation is 4870 NW 178 Terrace, Miami, Florida 33055 and the mailing address is P.O. Box 55-1695, Carol City, Florida 33055.

**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 Seven Thousand (7,000) 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 4870 NW 178 Terrace, Carol City, Florida 33055 and the registered agent at that office is MELVIN COCHRAN.

#### **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 shall be comprised of:

MELVIN COCHRAN  
4870 NW 178 Terrace  
Miami, Florida 33055

JENNAL COOPER  
4870 NW 178 Terrace  
Miami, Florida 33055

**ARTICLE IX: INCORPORATORS**

The incorporators of the Corporation are as follows:

MELVIN COCHRAN  
4870 NW 178 Terrace  
Miami, Florida 33055

JENNAL COOPER  
4870 NW 178 Terrace  
Miami, Florida 33055

IN WITNESS WHEREOF, We, MELVIN COCHRAN and JENNAL COOPER, the undersigned incorporators, have signed these Articles of Incorporation on this 23rd day of October, 2000, and acknowledged the same to be our act.

  
MELVIN COCHRAN

  
JENNAL COOPER

STATE OF FLORIDA )

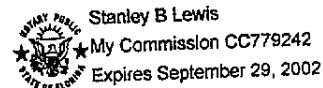
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 23rd day of October, 2000 by MELVIN COCHRAN and JENNAL COOPER, both of whom personally appeared before me at the time of notarization, and both of whom produced a Florida driver's license and Florida Identification Card respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



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

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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 **SHAPIRO, BERNSTEIN & COCHRAN TALENT MANAGEMENT AGENCY, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named **MELVIN COCHRAN** at 4870 NW 178 Terrace in the City of Miami, County of Miami-Dade, 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:   
MELVIN COCHRAN

DATE: 10/23/00

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