

P0000001000672



ACCOUNT NO. : 072100000032

REFERENCE : 863536 7156688

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizit

ORDER DATE : October 13, 2000

ORDER TIME : 3:43 PM

ORDER NO. : 863536-005

100003424931--7

CUSTOMER NO: 7156688

CUSTOMER: Russell L. Forkey, Esq
Russell L. Forkey, P.a.

2888 E Oakland Park Blvd

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: ~~THE ENTERTAINMENT GROUP, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

2544
W000-24865

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 5:11

RECEIVED
00 OCT 13 PM 12:22
TALLAHASSEE
FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 13 PM 5:12

October 16, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE ENTERTAINMENT GROUP, INC.
Ref. Number: W00000024865

We have received your document for THE ENTERTAINMENT GROUP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 100A00054101

RECEIVED
Please give original
submission date as file date.

RECEIVED
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00 OCT 25 PM 4:42
NOT RECORDED
TO AGENCY FILE
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION

OF

WORLD ENTERTAINMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 13 PM 5:12

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is World Entertainment, Inc., a corporation for profit.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be:

Portofino Tower - Suite 3503
300 South Pointe Drive
Miami Beach, FL 33139

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$0.01.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is _____
World Entertainment, Inc., Portofino Tower – Suite 3503, 300 South Pointe Drive,
Miami Beach, FL 33139 and the name of the initial registered agent of this
corporation at that address is JACK UTSICK.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator signing these article is:

Mr. Jack Utsick
World Entertainment, Inc.
Portofino Tower - Suite 3503
300 South Pointe Drive
Miami Beach, FL 33139

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time

to time by the By-laws but in no event shall be less than one. The name(s) and addresse(s) of the initial Board of Directors of this corporation is/are:

Mr. Jack Utsick
World Entertainment, Inc.
Portofino Tower - Suite 3503
300 South Pointe Drive
Miami Beach, FL 33139

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his private share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, at the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVII - RESTRICTION ON TRANSFER OF STOCK

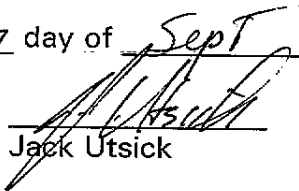
Shares of capital stock of this corporation shall be issued initially in the amounts set below: NONE

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XVIII - CALLING OF SPECIAL MEETINGS

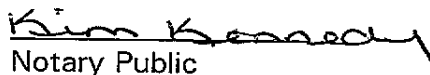
Special meetings of shareholders may be called by the Board of Directors and/or 10% of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of Sept, 2000.


Jack Utsick

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

On the 27 day, of September, 2000, before me personally appeared Jack Utsick to me (☒ personally known or () provided Driver's License _____ as identification who executed the foregoing instrument, and he acknowledged to me that he executed the same.


Notary Public
State of Florida at Large

(Seal)

My Commission Expires: 11.20.01



Kim Kennedy
MY COMMISSION # CC697875 EXPIRES
November 20, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §607.0501, Florida Statutes, the following is submitted.

First that WORLD ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, has named: Mr. Jack Utsick, WORLD ENTERTAINMENT, INC., Portofino Tower - Suite 3503, 300 South Pointe Drive, Miami Beach, FL 33139, as its agent to accept service of process within Florida.

Dated this 27 day of Sept, 2000.

WORLD ENTERTAINMENT, INC.



Jack Utsick, Director

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



Jack Utsick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 5:12