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Graf and Associates  
agent for  
The New R.P.O. Self-Educational Foundation  
A Type "B" Not-For-Profit Membership Corporation

Date October 25, 2000

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee,  
Florida 32314

FILED  
00 OCT 30 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for TH Entertainment Group, Inc.

Ladies and Gentlemen:

Respectfully, please find enclosed for filing as a for-profit corporation  
expedited

TH Entertainment Group, Inc.

Please return a certified copy to: Front and back

TH Entertainment Group, Inc.  
c/o Graf Paige and Associates, Inc.  
Agent

7191 N.W. 7th Avenue, Miami, Fla. 33150

Please find the required fee of \$122.50 in a Postal Money Order, and \$25 expedited fee.

Thank you for your early return service in the interest of people (and  
animals I am sure) everywhere.

Sincerely,

*Graf Paige*  
Graf Paige  
Agent for the  
RPO Membership

copy: New RPO Board of Directors

Open file

(305) 957-7598  
(305) 759-0145

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\*\*\*\*122.50 \*\*\*\*78.75

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ARTICLES OF INCORPORATION

OF

TH Entertainment Group, Inc.

FILED

00 OCT 30 PM 3:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned persons, residents of the State of Florida and citizens of the United States, do hereby associate ourselves together for the purposes of forming a for-profit corporation pursuant to Chapter 607, of the Florida Statutes, and adopt(s) the following articles of incorporation for such corporation.

ARTICLE 1

Name

The name of the corporation shall be TH Entertainment Group, Inc., with its principal place of business at 16301 N.W. 22nd Court, Miami, Fla. 33054, and such other places within or without the United States as may be designated by said corporation. The name of the registered agent at such address is Graf Paige.

ARTICLE 11

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence up on the filing of this document.

ARTICLE 111

Specific and Primary Purpose

The specific and primary purposes for which the corporation is organized will be:

"To promote a general development corporation; to engage in any commercial, industrial, agricultural, real estate, or engineering enterprise calculated or designed to be profitable to this corporation, to deal with finance of all types and descriptions as principle, agent or partnership in conjunction with any for-profit, partnerships, sole proprietorship and non-profit, not-for-profit corporations within or without the United States.

ARTICLE IV

General and Objective Purposes

The general and objective purposes of this corporation proposed to be transacted, promoted or carried on is to engage in any lawful practice or activity as authorized by its Articles and By-Laws; and to conduct a business in a profitable and ethical manner complying with local, county, state and federal statutes of law, and to Merge \_\_\_\_\_

TH Entertainment Group, Inc., with New Graf Paige and Associates, Incorporated, a Type "C", not-for-profit corporation within the confines of the McKinney's Consolidated Laws of New York, Annotated, book 37, Not-For-Profit Corporation law(s), section 908, Merger of a Business with a Tax-Exempt Local Development Corporation.

## ARTICLE V

### Powers

This corporation subject to any limitations provided in the State of Florida Statutes or the corporations(s) certificate of incorporation shall have these powers in furtherance of its corporate purposes:

1. To sue and be sued in all courts and to participate in action and proceedings, whether judicial, administrative, arbitratve or otherwise, in like cases as natural persons.
2. To have a corporate seal and to alter such seal at pleasure, and to use it by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.
3. To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
4. To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge or create a security interest in, all or any of its property, or any interest therein, wherever situated. To take, purchase, receive or dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.
5. To make capital contributions or subventions to other for-profit or not-for-profit corporations, and to accept capital contributions or subventions from individuals and corporations.
6. To merge or consolidate with other corporations both for-profit and not-for-profit, domestic and foreign, provided that the surviving corporation is either a for-profit or not-for-profit corporation.
7. To make contracts, give guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated.
8. To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of unds so loaned or invested.
9. To conduct the activities of the corporation and have offices and exercise the powers granted by this article in any jurisdiction within or without the United States.
10. To elect or appoint officers, employees and other agents of the corporation, define their duties, fix their reasonable compensation and the reasonable compensation of directors, and to indemnify corporate personnel. Such compensation shall be commensurate with services performed.

11. To adopt, amend or repeal by-laws, including emergency by-laws relating to the activities of the corporation, the conduct of its affairs, its rights or powers or the rights or powers of its members, directors or officers.
12. To make donations, irrespective of corporate benefit, for the public welfare or for the community fund, hospital, charitable, educational, scientific, civic or similar purposes.
13. To be a member, associate or manager of any for-profit or not-for-profit activities or to the extent permitted in any other jurisdiction to be an incorporator of other corporations.
14. To have and exercise all powers necessary to effect any or all of the purposes for which the corporation is formed.
15. Notwithstanding any of the other provisions of this certificate, the corporation shall not conduct or carry on any unlawful or illegal activities contrary to statutes of law in any jurisdiction within or without the United States, except as may be in furtherance of the specific and primary purposes for which the corporation was formed.

#### ARTICLE VI

##### Capital Stock

The total authorized capital stock of the Corporation shall be Twenty million common shares of .001 value.

#### ARTICLE VII

##### Officers

- Section 1. **PRESIDENT:** The President shall preside at all meeting of the Board of Directors; shall appoint committees and shall be as a officer member of such committees and perform such other duties as generally pertain to this office.
- Section 2. **VICE-PRESIDENT:** In the absence of the President, the Vice - President shall perform the duties pertaining to the office of the President, and shall perform all duties delegated to him by the President.
- Section 3. **SECRETARY:** The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and shall have general charge of the corp rate book and seal of the corporation as well as memberships. He/she shall notify the Board of Directors of all meetings of the Board and take the minutes of such meetings. Those minutes of those meetings shall be read to the next Board of Directors meeting. He/she shall have charge of the contracts of the corporation.
- Section 4. **TREASURER:** The treasurer shall be responsible for keeping charge of the funds of the corporation and take reports of the receipts and disbursements in such form and manner as the Board may direct. He/she shall collect or cause to collect all payments, fees owing the corporation, shall keep or cause to be kept proper accounts of the corporation. He/she shall pay all bills or cause them to be paid by a properly designated person. All checks shall be counter

Section 5. The officers shall be elected by the Board of Directors of the corporation at its first meeting.

#### ARTICLE VIII

##### Board of Directors

Section 1. The general business affairs of this corporation shall be vested in a Board of Directors, consisting of not less than three (3) and not more than twenty (20) members. A Director may resign by written notice delivered to the Board of Directors. The initial Directors shall hold office until the first annual meeting of the corporation at which time a Board of Directors shall be elected. The term of Directors thereafter chosen shall be for a period of five (5) years except that the terms of office of persons chosen to fill vacancies arising by reasons of death, resignations or otherwise, shall be for the unexpired term of the Director whose place is vacant.

Section 2. The management and administration of the corporation shall be vested in the Board of Directors.

Section 3. The Board of Directors shall be elected by two-thirds quorum vote of the Board of Directors of the Corporation.

Section 4. If any vacancy occurs in the Board of Directors by reason of death or resignation of one of its members, the President shall appoint a Director to fill such vacancy.

Section 5. The below Directors shall be considered to have held and exercised the powers of the following officers and shall continue to do so until the election of the first Board of Directors meeting.

- |                          |                              |
|--------------------------|------------------------------|
| Timothy Hodges           |                              |
| 1. 16301 N.W. 22nd Court | President/Treasurer Director |
| Miami, Florida 33054     |                              |
| 2. Tavares Beverly       |                              |
| 16301 N.W. 22nd Court    | Vice President Director      |
| Miami, Florida 33054     |                              |
| 3. Lloyd Trapp           |                              |
| 645 N.E. 77th Street #9  | Corporate Secretary Director |
| Miami, Florida 33137     |                              |
| 4. Timothy Hodges        | Treasurer                    |
| 16301 N.W. 22nd Court    |                              |
| Miami, Florida 33054     |                              |

#### ARTICLE IX

##### Meetings

Section 1. There shall be an annual meeting of the members of this corporation at such time as shall be designated in the by-laws of this corporation.

Section 2. The annual meeting of the Board of Directors shall be held each year following the annual meeting of the members. Additional meetings of the Board of Directors may be called at any time at

the descretion of the President, or upon call by one-third (1/3) of the members of the Board of Directors upon one (1) weeks notice to the members of the Board of Directors.

Section 3. All officers shall assume office immediately upon election and shall serve for a period of five (5) years or until their successors are elected.

Section 4. At any Board meeting, a majority of Board members shall constitute a quorum.

Section 5. In case any office becomes vacant by death or resignation, the Board of Directors shall elect one (1) of its members to fill the vacancy, who shall hold such office for the expired term.

#### ARTICLE X

##### Paid in Shares

All shares of this Corporation shall be paid in as the Board of Directors may designate and as provided by law, and said shares when issued shall thereupon and thereby be fully paid and non-assessable.

#### ARTICLE XI

##### Amendments

These articles of incorporation may be amended by a two-thirds (2/3) quorum vote of the Board of Directors at any regular meeting, provided copies of the proposed amendments have been sent to members at least one (1) week prior to the meeting at which said amendments are to be considered.

#### ARTICLE XII

##### Location

The street address and city of the initial registered office of the corporation shall be TH Entertainment Group, Inc.

AND THE NAME OF THE REGISTERED AGENT AT SUCH ADDRESS SHALL BE IS: Graf Paige.

#### ARTICLE XIII

##### Distribution of Assets on Dissolution

In the event that the corporation shall be terminated or cease to exist or the purposes of this corporation ceases effectively to be carried out, this corporation may be dissolved and the assets may be distributed by its Board of Directors and members according to existing statues of law.

Dated the Twenty-Fifth day of October, 2000

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Signature(s) of Incorporator(s)

Graf Paige  
Graf Paige

ACCEPTANCE BY REGISTERED AGENT

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations Section 607.325 of the Florida Statutes of Law.

Graf Paige  
(Registered Agent)  
Graf Paige

STATE OF FLORIDA  
COUNTY OF DADE

Before me, the undersigned authority, personally appeared

Graf Paige

to me well known to be the person(s) who executed the foregoing Articles of incorporation and acknowledge before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of October, 2000

My commission expires:

Nardine Rene  
(Notary Public)  
Nardine Rene

