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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

300003567513--8

-01/23/01-01025-025

*****78.75 *****78.75

OFFICE USE ONLY

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

1. AM ENTERTAINMENT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., 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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN 23 AM 10:39

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01 JAN 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
AM ENTERTAINMENT, INC.

The undersigned, acting as incorporator of a corporation under the provisions of the Florida General Corporation Act (this act as amended from time to time to be referred hereafter as the "Act") adopts the following:

ARTICLES OF INCORPORATION

ARTICLE I

NAME: The name of the corporation is: AM Entertainment, Inc.

ARTICLE II

DURATION: The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE AND POWERS: The main purpose for which this corporation is organized is to engage in the theatrical, artistic representation and promotion, acting in all capacities as such, including but not limited to, producer, agent, sponsor, etc.

The corporation shall have powers to do everything necessary, proper or advisable for the accomplishment of its main purpose, and to do all things incidental or connected with it not forbidden by the Act, other laws or these Articles of Incorporation.

The corporation may, however, if it so decides in the future, engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The corporation shall have all powers specified from time to time in the Act without any limitation.

ARTICLE IV

SHARES: The aggregate number of shares that the corporation shall have authority to issue is Sixty (60) Shares of no-par value stock.

ARTICLE V

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TALLAHASSEE FLORIDA

BYLAWS: The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new ones shall be vested in the Board of Directors. The Bylaws may contain any provision for regulation or management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.

NUMBER OF DIRECTORS: The number of directors of the corporation shall be determined by the Bylaws.

ARTICLE VI

PRINCIPAL OFFICE: The initial post office address and principal office of the corporation shall be 407 Lincoln Rd., Suite 8-D, Miami Beach, Fl 33139.. The Board of Directors may from time to time change the principal office and mailing address of the corporation.

REGISTERED OFFICE: The address of the initial registered office of the corporation shall be 3446 SW 8th Street, Suite 205, Miami, Fl 33135.

REGISTERED AGENT: The name of the initial Registered Agent of the corporation, whose business address is the same as the foregoing registered office, is: Miguel I. Remon..

ARTICLE VII

DIRECTORS: The initial Board of Directors shall consist of one (1). The directors need not be residents of the State of Florida or shareholders of the corporation.

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, follows:

NAMES:

ADDRESSES:

Miguel I. Remon

3446 SW 8th Street, Suite 205, Miami, Fl 33135

ARTICLE VIII

INCORPORATORS AND INITIAL SUBSCRIBERS OF STOCK: The names and addresses of the incorporators, who are also the initial subscribers of stock of this corporation, follows:

NAMES:

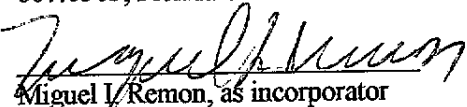
ADDRESSES:

Miguel I. Remon

3446 SW 8th Street, Suite 205, Miami, Fl 33135

EXECUTED this 21st day of January, 2001, by:

I hereby accept the appointment as
Registered Agent. I am familiar with,
and accept the obligations of Sec.
607.0505, Florida Statutes.


Miguel I. Remon, as incorporator
and accepting designation as
registered agent.

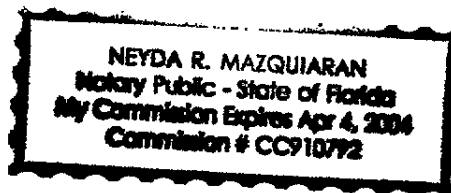
STATE OF FLORIDA
COUNTY OF DADE

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Miguel I. Remon, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same as incorporator and Registered Agent of the above named corporation, and who did take an oath.

IDENTIFICATION PRODUCED: Personally known to Notary Public..

WITNESS my hand and official seal in the State and County last aforesaid, this 21st day of January, A.D.,
2000.


Notary Public State of Florida at Large - My Commission Expires:



Prepared by:
Michael F. Mazquiaran, Esq.
3446 S.W. 8th St., # 205
Miami, FL 33135

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TALLAHASSEE FLORIDA