

Charter Number Only

FD/000032548

Requestor's Name
Address
City State ZIP Phone

REGISTRATION ONLY

500003930905--4
-03/30/01--01027--007
*****78.75 *****78.75

CORPORATION(S) NAME

Rhino Entertainment, Inc.

FILED
01 MAR 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

☒ Profit
☐ NonProfit
☐ Amendment
☐ Merger

☐ Foreign
☐ Dissolution
☐ Mark

☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Reservation
☐ Change of Registered Agent

☒ Certified Copy
☐ Photo Copies
☐ Certificate Under Seal

☒ Call When Ready
☐ Walk In
☐ Call If Problem
☐ After 4:30
☒ Pick Up
☐ Mail Out

RECEIVED
DIVISION OF STATE
CORPORATIONS
2001 MAR 30 AM 9:17
TO AGENCY OF
SUFFICIENTLY
FILED



Empire Toll Free: 1-800-432-3028

Certified Copy

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

ARTICLES OF INCORPORATION
of
RHINO ENTERTAINMENT, INC.

FILED
01 MAR 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be RHINO ENTERTAINMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

The holders of common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, shares of common stock of this corporation which may be issued from time to time for money, property or past services in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and registered agent is:

JOHN K. EASTHAM, JR.
138 West Palmetto Park Road
Boca Raton, Florida 33432

The initial registered agent, upon accepting this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes as amended from time to time with regard to keeping the office open for service of process.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than four (4).

ARTICLE VIII - INDEMNIFICATION

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

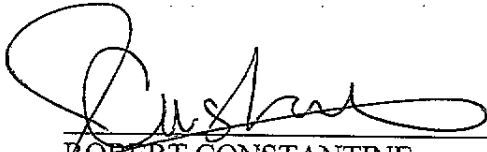
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: ROBERT CONSTANTINE, 820 Lavers Circle, G108, Delray Beach, Florida 33444.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of RHINO ENTERTAINMENT, ^{INC.} is 820 Lavers Circle, G108, Delray Beach, County of Palm Beach, Florida 33444.

IN WITNESS WHEREOF, I have subscribed my name this 26th day of March, 2001.

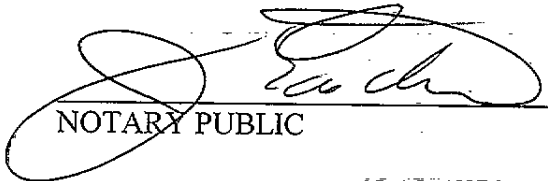


ROBERT CONSTANTINE
Incorporator


STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation of RHINO ENTERTAINMENT, ~~INC.~~ were acknowledged before me by ROBERT CONSTANTINE, as Incorporator, who is personally known to me or who has produced a Florida driver's license as identification, this 26th day of March, 2001.



NOTARY PUBLIC

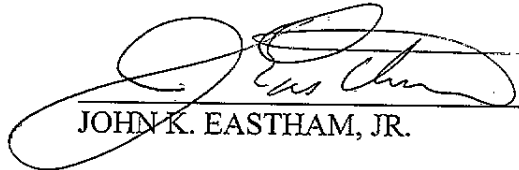
 John K Eastham, Jr
★ My Commission CC674179
Expires September 26 2001

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida:

1. The name of the corporation is: RHINO ENTERTAINMENT, ~~INC.~~

2. The name and address of the registered agent and office is: JOHN K. EASTHAM, JR.,
138 West Palmetto Park Road, Boca Raton, Florida 33432.


JOHN K. EASTHAM, JR.

MAR 26 2001

Date

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.

SIGNATURE:


JOHN K. EASTHAM, JR.

DATE:

MAR 26 2001

B:\RHINO\ARTICLES.INC

FILED
01 MAR 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA