

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000045000

11th HOUR ARTISTS

MANAGEMENT, Inc.

000004136090--0

-05/04/01--01021--018

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

X

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

X

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

J. BRYAN MAY - 4 2001

FILED
01 MAY -4 PM 12:20
TALLAHASSEE, FLORIDA
STATE

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -4 AM 10:28
NOT FILED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION
OF
11th HOUR ARTISTS MANAGEMENT, INC.**

**ARTICLE I
NAME**

The name of this Corporation is 11th HOUR ARTISTS MANAGEMENT, INC.

**ARTICLE II
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

**ARTICLE IV
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer and otherwise dispose of all or any part of its property and assets.

FILED
01 MAY -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates 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, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

(j) To conduct its business, carry on its operations and have officers and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office and Mailing Address

The principal office address of this Corporation shall be:

1800 Second Street
Suite 712
Sarasota, FL 34236

and the mailing address shall be:

1800 Second Street
Suite 712
Sarasota, FL 34236

ARTICLE VI
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of common stock.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is:

John M. Hodges, Esq.
Hodges, Avrutis & Pretschner, P.A.
889 N. Washington Boulevard
Sarasota, FL 34236

and the name of the initial Registered Agent of this Corporation at that address is:

John M. Hodges

ARTICLE VIII
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Directors and no more than five (5) Directors. The names and addresses of the initial

Directors of this Corporation who shall serve until her successors are duly elected and qualified are:

Douglas B. Kaye
1800 Second Street
Suite 712
Sarasota, FL 34236

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Douglas B. Kaye
1800 Second Street
Suite 712
Sarasota, FL 34236

ARTICLE X
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this ____ day of April, 2001.

Douglas B. Kaye

STATE OF FLORIDA)

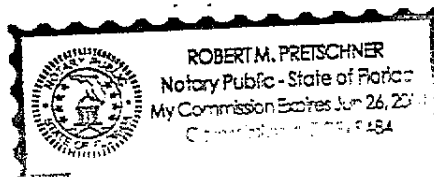
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by DOUGLAS B. KAYE who is personally known to me or who has produced as identification.

Notary Public Signature


Printed Name

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.



John M. Hodges, Esq.
Hodges, Avrutis & Pretschner, P.A.
889 N. Washington Boulevard
Sarasota, FL 34236

FILED
01 MAY -4 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA