

**P02000027135**

**Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**WAGAR GOLDHABER ENTERTAINMENT, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF**

**WAGAR GOLDHABER ENTERTAINMENT, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **WAGAR GOLDHABER ENTERTAINMENT, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.
5. **Initial Registered and Agent.** The name and address of the initial registered agent of this corporation is:

**KIRK W.B. WAGAR, ESQ.**  
3250 Mary Street, Ste. 302  
Coconut Grove, Florida 33133

6. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

7. The names and addresses of the persons who shall serve as officers and director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, as well

Yvette G. Murphy, Esq.  
FBN 205176  
3250 Mary Street, Ste. 302  
Coconut Grove, Florida 33133  
Tel. (305) 442 1992

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as the principal place of business, are as follows:

**KIRK W.B. WAGAR, ESQ., President**  
3250 Mary Street, Ste. 302  
Coconut Grove, Florida 33133

**GREGORY GOLDHABER, Vice President**  
c/o 3250 Mary Street, Ste. 302  
Coconut Grove, Florida 33133

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

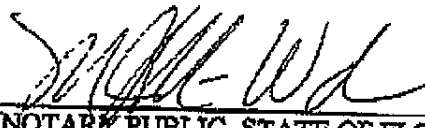
IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 11<sup>th</sup> day of March, 2002.

STATE OF FLORIDA )  
                              ) SS.  
COUNTY OF MIAMI-DADE )

  
KIRK W.B. WAGAR, Incorporator

BEFORE ME, the undersigned authority, personally appeared KIRK W.B. WAGAR, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of March, 2002.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires:



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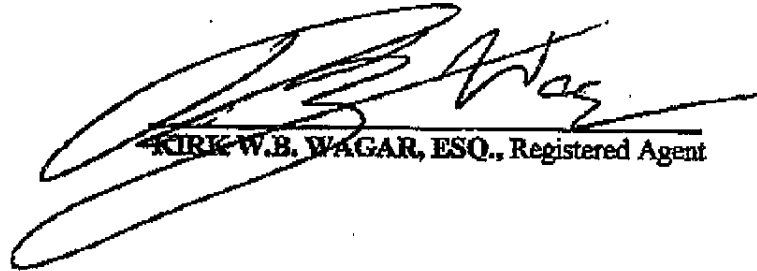
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

**FIRST:** That **WAGAR GOLDHABER ENTERTAINMENT, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **KIRK W.B. WAGAR, ESQ.**, located at 3250 Mary Street, Ste. 302, Coconut Grove, Florida 33133, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



KIRK W.B. WAGAR, ESQ., Registered Agent

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