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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 12 AM 8:57

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400005763184--4
-06/12/02--01049--022
*****78.75 *****78.75

SUBJECT: SIDE BAR PRODUCTIONS INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: LARRY MOSKOWITZ
Name (Printed or typed)

3111 STIRLING ROAD, SUITE C-303
Address

FT. LAUDERDALE, FL 33312
City, State & Zip

(954) 963-9191
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

6-12
for 6

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ARTICLES OF INCORPORATION

OF

SIDE BAR PRODUCTIONS, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, WHO IS COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

SIDE BAR PRODUCTIONS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at **3111 Stirling Road, Suite C-303, Ft. Lauderdale, Florida 33312**, with the privilege of having additional offices at other places within the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of common stock at no par value. There shall be only one (1) class of shares.

ARTICLE IV. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall not be less than ONE HUNDRED AND NO/100 (\$100.00) DOLLARS. The incorporator named hereinafter agrees to purchase one hundred (100) shares for the consideration of \$100.00.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at **3111 Stirling Road, Suite C-303, Ft. Lauderdale, FL 33312**.

ARTICLE VI. INCORPORATOR

XRX International Entertainment Holding Group, Inc., a Florida corporation, through its president, Larry Moskowitz, is the incorporator and its address is 3111 Stirling Road, Suite C-303, Ft. Lauderdale, FL 33312.

ARTICLE VII. GENERAL PURPOSE OF CORPORATION

The general purposes for which this corporation is being initially organized are as follows:

The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the names and addresses of the persons who are to serve as directors are:

<u>NAME</u>	<u>ADDRESS</u>
Larry Moskowitz	3111 Stirling Road, Suite C-303 Ft. Lauderdale, Florida 33312
Shannon Miller	3111 Stirling Road, Suite C-303 Ft. Lauderdale, Florida 33312

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of **Section 607.0808, Florida Statutes**.

ARTICLE XIV. COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts as set forth in **Section 607.0825(1)(a-e) Florida Statutes**.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors, is filed in the minutes of the proceedings of the board of directors.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of **Sections 607.1001-.1006, Florida Statutes**.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in **Section 607.0302, Florida Statutes**.

ARTICLE XVIII. OFFICERS

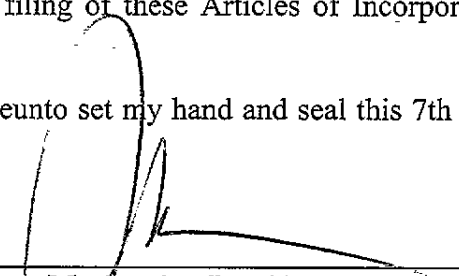
The officers of this corporation shall consist of a president, a vice-president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of the corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more offices may be held by the same person. The initial officers of the corporation shall be:

<u>POSITION</u>	<u>NAME</u>	<u>ADDRESS</u>
President Secretary	Larry Moskowitz	3111 Stirling Road, Suite C-303 Ft. Lauderdale, Florida 33312
Vice-President Treasurer	Shannon Miller	3111 Stirling Road, Suite C-303 Ft. Lauderdale, Florida 33312

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of June, 2002.



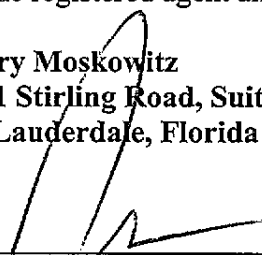
Larry Moskowitz, President

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

Pursuant to Sections 607.0501 and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **SIDE BAR PRODUCTIONS, INC.**
2. The name and address of the registered agent and office is:

Larry Moskowitz
3111 Stirling Road, Suite C-303
Ft. Lauderdale, Florida 33312

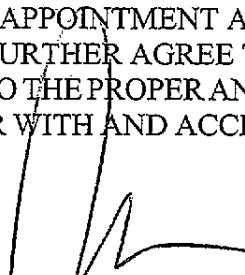


Larry Moskowitz

June 7, 2002
Date

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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.



Larry Moskowitz
Registered Agent

June 7, 2002
Date