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MIAMI OFFICE

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Division of Corporations

7/1/02

**Florida Department of State**  
**Division of Corporations**  
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**Katherine Harris, Secretary of State**

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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**FENTON Arts Management, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
FENTON Arts Management, Inc.

### Article II. Address

The Corporation's mailing address is:  
FENTON Arts Management, Inc.  
575 Crandon Blvd #705  
Key Biscayne FL 33149

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Corporate Creations Network Inc.  
941 Fourth Street  
Miami Beach FL 33139

### Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Paul Feldman I FL Bar Member  
Zarco Einhorn & Salkowski  
100 SE 2nd Street, Suite 2700  
Miami FL 33131  
305-374-5418

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

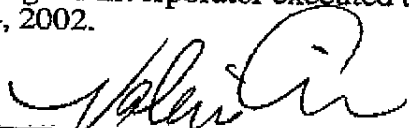
The name and address of the incorporator is:

Paul Feldman, ESQUIRE  
Zarco Einhorn & Salkowski  
100 SE 2nd Street, Suite 2700  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 24, 2002.

The undersigned incorporator executed these Articles of Incorporation on July 24, 2002.

  
\_\_\_\_\_  
PAUL FELDMAN, ESQUIRE  
by V. Cine as attorney-in-fact

Paul Feldman I FL Bar Member  
Zarco Einhorn & Salkowski  
100 SE 2nd Street, Suite 2700  
Miami FL 33131  
305-374-5418

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

**FENTON Arts Management, Inc.**

**REGISTERED AGENT/OFFICE:**

**Corporate Creations Network Inc.  
941 Fourth Street  
Miami Beach FL 33139**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS NETWORK INC.  
Valerie Cine, Assistant Secretary**

**Date: July 24, 2002**

**Paul Feldman | FL Bar Member  
Zarco Einhorn & Salkowski  
100 SE 2nd Street, Suite 2700  
Miami FL 33131  
305-374-5418**

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