

PD2000/11576

TRANSMITTAL LETTER

SECRET
TALLAHASSEE, FLORIDA

02 OCT 15 PM 1:52

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

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-10/16/02--01019--002
*****87.50 *****87.50

SUBJECT: Unicorn Entertainment Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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:

MARC L. SHAPIRO, ESQ.

Name (Printed or typed)

720 GOODLETTE RD, W., STE. 304

Address

NAPLES, FL 34102

City, State & Zip

239-649-8050

Daytime Telephone number

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

D. WHITE OCT 16 2002

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR**

02 OCT 15 PM 1:52

Unicorn Entertainment, Inc.

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is Unicorn Entertainment, Inc.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said corporation shall be and is as follows:

- A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any political body.
- B. To establish and maintain offices for any and all operations of this corporation at such places to be determined by the directors, wheresoever the same may be located.
- C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, mortgage, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporate purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purposes of the corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the corporation is empowered to exercise, whether expressly by force of the General Corporation laws of the State of Florida, or implied by the reasonable construction of said laws.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with no par value.

ARTICLE V - MINIMUM CAPITAL

The corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporator.

ARTICLE VI - DIRECTORS/OFFICERS

There shall be three (3) members of the initial Board of Directors and Officers of the corporation. The names and addresses of the persons who are to serve as Directors and Officers until the first election thereof are as follows:

Ivica Petrovic- Director and President
1476 Bembury Drive
Naples, Florida 34102

Menachem Morad- Director and Vice President
1476 Bembury Drive
Naples, Florida 34102

Marc L. Shapiro- Director
1476 Bembury Drive
Naples, Florida 34102

Saveli Kossenko- Vice President
1476 Bembury Drive
Naples, Florida 34102

Martina Morad- Treasurer
1476 Bembury Drive
Naples, Florida 34102

ARTICLE VIII - INCORPORATOR

The name and residence address of the Incorporator of these Articles of Incorporation is:

Menachem Morad
1476 Bembury Drive
Naples, Florida 34102

ARTICLE IX - MERGER OR CONSOLIDATION

Any merger or consolidation of this corporation with another corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE X - BYLAWS

The Bylaws of the corporation are to be made, altered or rescinded by the approval of the Directors of the corporation, together with the approval of the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors of the corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the corporation, together with the approval by the shareholders of the corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XII - SECTION 1244 STOCK

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIII - MAILING ADDRESS

1476 Bembury Drive
Naples, Florida 34102

INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation's office is 1476 Bembury Drive, Naples, Florida 34102, and the street address of the initial registered office of the corporation is 720 Goodlette Road North, Suite 304, Naples, Florida 34102.

The name of the initial registered agent of the corporation at that address is MARC L. SHAPIRO, ESQ.

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock in this corporation shall not dispose of the stock of the corporation which he or she may hereafter acquire without first making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation not elect to purchase any or all of such shares. The manner in which this option may be elected shall be prescribed by the Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 4th day of October 2002.


Menachem Morad, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

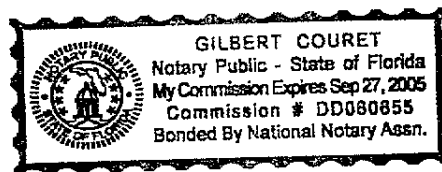
I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MENACHEM MORAD who is personally known to me (✓) or who has produced (FL DL M130-540-43-414-0) as identification, described as the Incorporator in and who executed and subscribed to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 4th day of October 2002.

Gilbert Couret
NOTARY PUBLIC

My commission expires: 9-27-05

(SEAL)

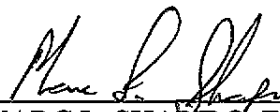


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 607.034 Florida Statutes, the following is submitted:

FIRST: That MENACHEM MORAD desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1476 Bernbury Drive, Naples, Florida 34102, has named Marc L. Shapiro, Esq. of 720 Goodlette Road North, Suite 304, Naples, Florida 34102.

SECOND: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MARC L. SHAPIRO, ESQ.
Resident Agent

Date: 10/4/02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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