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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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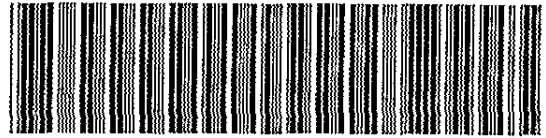
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/7

# Ashling M. Roche, P.A.

Attorney at Law

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e-fax: (413) 647-1141

January 2, 2003

Secretary of State  
Division of Corporations  
P.O. Box #6327  
Tallahassee, FL 32399

Re: Rochild Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find one original of the Articles of Incorporation for the above referenced corporation and accompanying check in the amount of Seventy Dollars.

Please call my office if there is any further information needed.

Sincerely,



Ashling Roche

encl.

03 JAN -6 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROCHILD ENTERTAINMENT, INC.**

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of this corporation is **ROCHILD ENTERTAINMENT, INC.**

**ARTICLE TWO**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

**ARTICLE THREE**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 (one thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

#### **ARTICLE FOUR**

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

#### **ARTICLE FIVE**

The corporation shall have perpetual existence.

#### **ARTICLE SIX**

The initial street address of the principal office of the corporation will be 3217 Port Royale Drive South, Apt. K, Fort Lauderdale, Florida 33308.

#### **ARTICLE SEVEN**

The number of directors will not be less than one.

#### **ARTICLE EIGHT**

The members of the first Board of Directors are to be determined at the first organizational meeting.

#### **ARTICLE NINE**

The name and street address of the subscriber to the Articles of Incorporation is:

1. Amal – Jamal Francis 3217 Port Royale Drive South, Apt. K

Fort Lauderdale, Florida 33308.

## **ARTICLE TEN**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and not withstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

## **ARTICLE ELEVEN**

The registered agent for the corporation shall be Ashling M. Roche, P.A.. The place designated for service of process shall be 500 SE 17<sup>th</sup> Street Causeway, Suite 100, Fort Lauderdale, Florida 33316.

THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, does hereby make, subscribe, acknowledge and file this Articles of Incorporation, and certifies that the facts stated herein are true, and have hereunto set his hand and seals this 2 day of January, 2003.

  
Amal - Jamal Francis

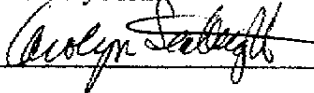
STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2 day of January, 2003 by Amal - Jamal Francis. He is is not personally known to me did ~~not~~ take an oath.

*K. D. L.*

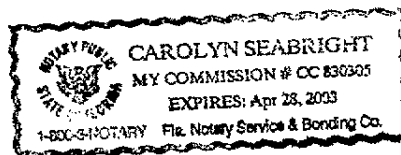
Notary Public:

sign



print

State of Florida at Large (Seal)  
My Commission Expires:



**CERTIFICATE DESIGNATING**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

**ROCHILD ENTERTAINMENT, INC**

2. The name and address of the registered agent and office is:

Ashling M. Roche, P.A.

500 SE 17<sup>th</sup> Street Causeway, Suite 100

Fort Lauderdale, Florida 33316.

**FILED**  
03 JAN - 6 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature

(Registered Agent)

Date

1/2/03