

# P03000014745

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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## FLORIDA PROFIT CORPORATION OR P.A.

entertainment associates corporation

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
FOR  
ENTERTAINMENT ASSOCIATES CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE I.

The name of the corporation is: ENTERTAINMENT ASSOCIATES CORPORATION

ARTICLE II.

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be the date of execution.

ARTICLE III.

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any and all activities for which a corporation may be organized under the laws of the State of Florida. Additionally, the corporation shall have all the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV.

The corporation shall have the authority to issue not more than Ten Thousand (10,000) shares of a common class with a par value of \$0.001 per share which shall be designated "Common Shares".

ARTICLE V.

The shareholders are hereby granted preemptive rights. Each shareholder, upon the

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sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

#### ARTICLE VI.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE VII.

The corporation's initial principal office and street address are:

ENTERTAINMENT ASSOCIATES CORPORATION  
3226 MARY STREET, APT. 15  
COCONUT GROVE, FLORIDA 33133.

The name and address of the corporation's initial registered agent is:

ANDREW S. YAGODA, ESQ.  
269 GIRALDA AVENUE, SUITE 200  
CORAL GABLES, FLORIDA 33134.

#### ARTICLE VIII.

The number of directors constituting the initial Board of Directors shall be one (1).

The name and street address of the initial officers and directors are:

Director /  
President / Secretary

Peter Barbera  
3226 Mary Street, Apt. 15  
Coconut Grove, Florida 33133

#### ARTICLE VIII.

The names and street addresses of the incorporator(s) are:

Peter Barbera  
3226 Mary Street, Apt. 15  
Coconut Grove, Florida 33133

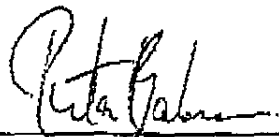
**ARTICLE X**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

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.

EXECUTED in Miami-Dade County, Florida this 14th day of January, 2003.

  
\_\_\_\_\_  
Peter Barbera, Incorporator

TOTAL P.06

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CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT

Pursuant to the provisions of sections 48.091 and 607.0501, Florida Statutes, 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. This statement shall be made a part of the Articles of Incorporation of the corporation.

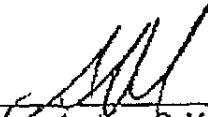
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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree 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.*

  
\_\_\_\_\_  
Andrew S. Yagoda

1-14-03  
\_\_\_\_\_  
(Date)

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