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SECURITY STATE  
TALLAH-EE FL 90004



LAW OFFICES  
**RICHARD N. FRIEDMAN**  
SUITE 209 DADELAND PROFESSIONAL BUILDING  
9655 SOUTH DIXIE HIGHWAY  
MIAMI, FLORIDA 33156-2813  
TELEPHONE (305) 666-2747  
TELEFAX (305) 666-2748  
ESTABLISHED 1968

ALSO ADMITTED IN  
DISTRICT OF COLUMBIA

April 2, 2003

Division of Corporations  
Office of the Secretary of State  
State of Florida  
409 East Gaines Street  
Tallahassee, FL 32399

IN RE: F. I. Entertainment, Inc. - Articles of Incorporation

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and Certificate Designating Registered Agent of F. I. Entertainment, Inc.

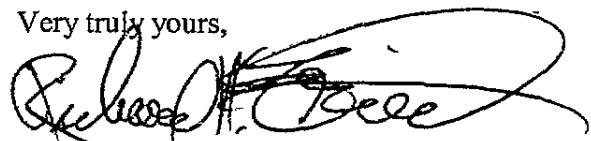
The one duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber(s) in the same manner and form as the original. Please accept the Articles of Incorporation for filing and return to me one copy as soon as possible.

You will find enclosed a check in the amount of \$122.50 to cover the following fees:

Filing fee	\$ 35.00
Registered Agent Designation	35.00
One certified copy of the Articles of Incorporation	<u>52.50</u>
<b>TOTAL</b>	<b>\$ <u>122.50</u></b>

Your earliest attention to the foregoing will be greatly appreciated.

Very truly yours,



RICHARD N. FRIEDMAN

Enclosures



ARTICLES OF INCORPORATION  
OF  
F. I. ENTERTAINMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is F. I. Entertainment, Inc. (hereinafter "Corporation").

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes: creating, manufacturing, selling, marketing, promoting and otherwise dealing in all styles and forms of music, in all modes and media, now existing or hereafter created, and to do anything connected therewith or incidental thereto in connection with the foregoing, and for the purpose of transacting any or all other lawful businesses of any kind or description permitted by law.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$ .001 par value common stock, which shall be designated "Common Shares".



#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the shareholder already holds, shall have the right to purchase the shareholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT: REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 9655 So. Dixie Highway, Suite 209, Pinecrest, Florida, 33156, and the name of the initial registered agent of this Corporation is: RICHARD N. FRIEDMAN

The name and street address of the Resident Agent is:

RICHARD N. FRIEDMAN  
Suite 209  
9655 So. Dixie Highway  
Pinecrest, Florida 33156

#### ARTICLE VII - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation is located at :

16015 SW 101<sup>st</sup> Avenue  
Miami, Florida 33157

The principal office of the Corporation may be changed from time to time by the Directors of the Corporation by an amendment to the Corporation's By-Laws.



#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than (1). The name and address of the initial director of the Corporation is:

Alashe Nelson  
16015 SW 101<sup>st</sup> Avenue  
Miami, Florida 33157

#### ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

RICHARD N. FRIEDMAN  
Suite 209  
9655 So. Dixie Highway  
Pinecrest, Florida 33156

#### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. In addition, this Corporation shall have the power to make any other and further indemnification, except an indemnification against gross negligence or willful misconduct, under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action taken in a person's official capacity and as to action in another capacity while holding such office.

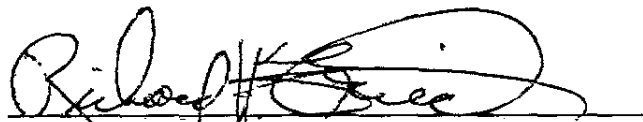
#### ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on the 2<sup>nd</sup> day of April, 2003.

  
RICHARD N. FRIEDMAN, Subscriber

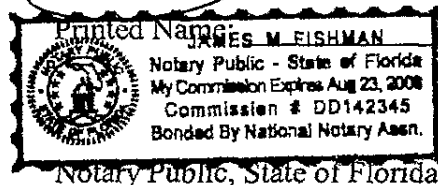
STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared RICHARD N. FRIEDMAN who after being duly cautioned and sworn, deposes and says that he read the above and foregoing Articles of Incorporation and that he has set his hand thereto for the purposes therein expressed.

The foregoing instrument is acknowledged before me this 2<sup>nd</sup> day of April, 2003, by RICHARD N FRIEDMAN, who is:

1.            Personally known to me.
2.            Who has produced the following as identification:

Given under my hand and official seal this 2<sup>nd</sup> day of April, 2003.



My Commission Expires:

Notary Public, State of Florida



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

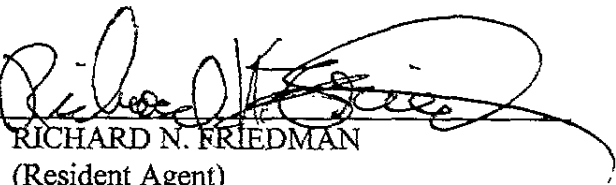
In pursuance of Florida Statutes, Section 48.081, the following is submitted, in compliance with said Statute:

First, that F. I. Entertainment, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Miami-Dade, State of Florida, has named RICHARD N. FRIEDMAN located at 9655 So. Dixie Highway, Suite 209, Village of Pinecrest, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute, to keep open said office. I am familiar with, and accept, the obligations provided for in Florida Statutes, Sections 607.0501 and 607.0505.

By: \_\_\_\_\_

  
RICHARD N. FRIEDMAN  
(Resident Agent)  
(Registered Agent)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA