

Division of Corporations

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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  
Phone : (305)634-3694  
Fax Number : (305)633-9696

FILED  
2003 JUN 13 PM 4:03  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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

tspn management, inc.

Certificate of Status	0
Certified Copy	1
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(1)

**ARTICLES OF INCORPORATION  
FOR  
TSPN MANAGEMENT, INC.**

2003 JUN 13 PM 4: 03

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I- NAME**

The name and address of this Corporation is TSPN Management, Inc., located at 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179.

**ARTICLE II- DURATION**

This Corporation shall have a perpetual existence.

**ARTICLE III- PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida. The purpose of this Corporation is to provide management services in the entertainment industry.

**ARTICLE IV- STOCK**

This Corporation is authorized to issue 10,000 shares of stock- \$0.01 par value which shall be designated as "common stock".

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent of this Corporation is Paul Neil, whose address is 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179.

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The Name and addresses of the Directors and corporate officers are as follows:

Terry Scanes	President
Paul Neil	V. President
Terry Scanes	Treasurer
Paul Neil	Secretary

[all located at 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179.]

Prepared by:  
Donna M. Delgado, Esquire  
1031 Ives Dairy Road, #228, North Miami Beach, Fla 33179/(305)654-8202/FBN 0858160

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ARTICLES OF INCORPORATION  
TSPN Management, Inc.

ARTICLE VII- BYLAWS

The Bylaws of this Corporation may be adopted, altered amended or repealed by either the Shareholders or the Directors.

ARTICLE VIII-INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or director, to the fullest extent permitted by law.

ARTICLE IX-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 he already has, shall have the right to purchase his pro rata share thereof, (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X- INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Paul Neil, whose address is 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179.

ARTICLE XI- AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12-day of June 2003.

  
PAUL NEIL

STATE OF FLORIDA  
COUNTY OF DADE

The forgoing instrument was acknowledged before me on this 12-day of June 2003, by Paul Neil, who personally appeared before me at the time of notarization and ( 9 who are is personally known to me or ( ) who produced his #FDL \_\_\_\_\_ as identification



  
Notary Public

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TSPN Management, Inc.

2003 JUN 13 PM 4:03

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS  
FOR SERVICE OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

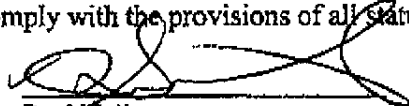
In compliance with ss48.091, Florida Statutes, the following is submitted:

That TSPN Management, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179, has named Paul Neil, as its agent to accept service of process within Florida.

Dated June 12, 2003

  
Paul Neil

Having been named to accept service of process for the above named corporation which is located at 1031 Ives Dairy Road, Suite 228, North Miami Beach, FL 33179, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Paul Neil

State of Florida

1031 Ives Dairy Road, Suite 228, North Miami  
Beach, FL 33179

County of Dade

The foregoing instrument was acknowledge before me on this 12 day of June 2003 by Paul Neil who personally appeared at the time of notarization and (X) who is personally known to me or ( ) who produced his FDL # \_\_\_\_\_, as identification.



  
Notary Public

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