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Division of Corporations

Littman, Sherlock & Heims, PA 7722831010

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Account Name : LITTMAN, SHERLOCK & HEIMS, INC.  
Account Number : I19980000097  
Phone : (561) 287-0200  
Fax Number : (561) 283-1010

## FLORIDA PROFIT CORPORATION OR P.A.

### COOL ENTERTAINMENT, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
COOL ENTERTAINMENT, INC.

ARTICLE I. NAME

The name of this Corporation is COOL ENTERTAINMENT,  
INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of  
transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares  
of all classes of stock, of which 1,000 shares shall be a  
class designated as "preferred stock" without par value and  
99,000 shares shall be a class designated as "common stock"  
without par value.

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Prepared by  
Virginia P. Sherlock, Fla. Bar #893544  
Littman, Sherlock & Helms, P.A.  
P.O. Box 1197  
Stuart, FL 34996

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Shares of preferred stock may be issued in one or more series, each such series to have distinctive serial designations as shall be determined in the resolution(s) providing for the issue of such preferred stock adopted by the Board of Directors pursuant to authority to do so which is hereby vested in the Board.

Each series of preferred stock may have number of shares, may have voting powers, may be subject to redemption, may be entitled to receive dividends payable in preference to or in relation to dividends payable on any other class or series of stock, may have rights upon dissolution of the corporation or distribution of assets of the corporation, may be convertible into or exchangeable for shares of any other class (except a class having prior or superior rights and preferences as to dividends or distribution of assets upon liquidation), may be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation, and may have such other rights, limitations or restrictions as shall be stated in said resolution(s) adopted by the Board of Directors providing for the issue of any series of preferred stock.

Subject to all of the rights of the preferred stock or any series thereof, holders of common stock shall have the

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right to receive dividends when and if declared by the Board of Directors out of funds legally available therefor and payable in cash, stock or otherwise and to vote the number of shares owned for as many persons as there are directors to be elected or to cumulate votes by giving one candidate as many votes as the number of directors multiplied by the number of shares held or by distributing votes on the same principle among any number of candidates; to vote on any matter whenever such matter is put to all of the stockholders for their consideration.

Holders of preferred stock shall be entitled to one vote per share which may be exercised whenever a matter is put to the stockholders in general for their consideration and shall be entitled to vote the number of shares owned for as many persons as there are directors to be elected or to cumulate votes by giving one candidate as many votes as the number of directors multiplied by the number of shares held or by distributing votes on the same principle among any number of candidates.

Holders of preferred stock shall have a security interest in all assets of the corporation. On liquidation, dissolution or winding-up of the corporation, holders of preferred stock shall have the right to receive a sum equal

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to the consideration paid to the Corporation for each share and shall have priority over holders of common shares.

After holders of preferred stock of each series shall have been paid in full the amounts to which they respectively shall be entitled, the remaining net assets of the corporation shall be distributed pro rata to the holders of common stock in accordance with their respective rights and interests.

#### 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 he already holds, shall have the right to purchase his 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. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall not be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any

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person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

#### ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 4381 SE Commerce Avenue, Stuart, Florida. The name of the initial registered agent of the corporation is VIRGINIA P. SHERLOCK, and her address is 618 East Ocean Boulevard, Suite 5, Stuart, Florida.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one (1) member and never more than ten (10) members. The names and addresses of the initial directors of this corporation are as follows:

|                        |                        |
|------------------------|------------------------|
| Richard G. Porter      | Michiko Anzai Porter   |
| 1489 SW Dyer Point Rd. | 1489 SW Dyer Point Rd. |
| Palm City, FL 34990    | Palm City, FL 34990    |

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The person signing these Articles is: Richard G. Porter, 1489 SW Dyer Point Road, Palm City, Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of September, 2003.

/s/ Richard G. Porter

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That COOL ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named VIRGINIA P. SHERLOCK, located at 618 East Ocean Boulevard, Suite 5, Stuart, Florida, as its Registered Agent to accept service of process on the corporation's behalf within this State.

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ACKNOWLEDGMENT

(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

/s/ Virginia P. Sherlock  
As Registered Agent

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