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FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS Post Office Box 6327 Tallahassee, Florida 32314 Date: December 22, 2003

RE: SECOND CHAPTER, INC.

FLA. BAR NO: 539376

#### TO WHOM THIS MAY CONCERN:

Enclosed please find original and two (2) copies of the Articles of Incorporation of Second Chapter, Inc., please file as a for profit entity.

- Will you please file and return certified copy of the enclosed articles at the earliest possible date.
- X Check in the amount of \$122.50 is enclosed to cover costs.

Thank you for your assistance in this matter.

DV.

GIENN R. MILLER, P.A.

67 N.E. 168th Street

North Miami Beach, FL 33162

(305) 895-1565

GRM:slb Encls.

FILED

#### ARTICLES OF INCORPORATION

03 DEC 24 PM 2: 12

OF

TALLAHASSEE, FLORIDA

# SECOND CHAPTER, INC.

#### ARTICLE I

NAME. The name of this corporation is SECOND CHAPTER, INC.

#### **ARTICLE II**

**<u>DURATION.</u>** This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

### ARTICLE III

<u>PURPOSE.</u> This corporation is organized for the purpose of engaging in any or all lawful business in production, media, entertainment services.

#### **ARTICLE IV**

<u>CAPITAL STOCK.</u> This corporation is authorized to issue 5,000 shares of One Hundred Dollars (\$100.00) par value common stock which shall be designated as "Common Shares".

#### ARTICLE V

**SHAREHOLDERS.** The corporate shares shall be divided as follows:

WILLIAM "PONCH" ORANGE - 51%;

LASTER WILSON - 12.25%;

**PIERRE HART - 12.25%**;

MICHAEL HALLMON - 12.25%; and

ARTISE WRIGHT - 12.25%.

## **ARTICLE VI**

**PRE-EMPTIVE RIGHTS.** Every shareholder, upon the sale for case of any new stock of this corporation, 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 VII**

INITIAL REGISTERED OFFICE AND AGENT. The principle address of corporation and the street address of the initial registered office of this corporation is 65 N.E. 168th Street, North Miami Beach, Florida 33162, and the name of the initial registered agent of this corporation MARVIN C. FRAZIER, 65 N.E. 168th Street, North Miami Beach, Florida 33162.

#### ARTICLE VIII

INITIAL BOARD OF DIRECTORS. This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one Director nor more than five. The name and address of the Initial Board of Directors of the corporation are:

William "PONCH" Orange, President/CEO 2311 N.W. 82<sup>nd</sup> Street Miami, Florida 33147

Laster Wilson, 1<sup>st</sup> Vice President 5258 N.W. 194<sup>th</sup> Lane Miami, Florida 33055 Pierre Hart, 2<sup>nd</sup> Vice President 2550 N.W. 152<sup>nd</sup> Terrace Miami, Florida 33054

Michael Hallmon, Treasurer 8475 N.W. 24<sup>th</sup> Court Miami, Florida 33147

Artise Wright, Secretary 7131 Grandview Boulevard Miramar, Florida 33023

#### **ARTICLE IX**

**INCORPORATORS.** The name and address of the Incorporators signing these Articles of Incorporation is:

William "PONCH" Orange, President/CEO 2311 N.W. 82<sup>nd</sup> Street Miami, Florida 33147

Laster Wilson, First Vice President 5258 N.W. 194th Lane Miami, Florida 33055

Pierre Hart, Second Vice President 2550 N.W. 152<sup>nd</sup> Terrace Miami, Florida 33054

Michael Hallmon, Treasurer 8475 N.W. 24<sup>th</sup> Court Miami, Florida 33147

Artise Wright, Secretary 7131 Grandview Boulevard Miramar, Florida 33023

## **ARTICLE X**

**INDEMNIFICATION.** The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

# **ARTICLE XI**

AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

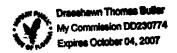
I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared WILLIAM "PONCH" ORANGE, LASTER WILSON, PIERRE HART, MICHAEL HALLMON and ARTISE WRIGHT to me known to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this //// day of

//. /

TARY PUBLIC

My commission expires:



# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That SECOND CHAPTER, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named MARVIN C. FRAZIER, located at 65 N.E. 168th Street, North Miami Beach, Florida 33162, as it s Agent to accept service of process within Florida.

President

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 Statutes relative to the proper and complete performance of my duties.

DATE: [2/14/03

Resident Agent