

P04000123589

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000174990 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

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

**that's whats up entertainment, inc.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED  
2004 AUG 27 AM 8:57  
TALLAHASSEE FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

H04000174990

2004 AUG 27 AM 8:57

(6)

ARTICLES OF INCORPORATION  
OF

IN THE STATE OF FLORIDA  
TALLAHASSEE FLORIDA

**THAT'S WHATS UP ENTERTAINMENT, INC.**

UNDERSIGNED has executed the following document as incorporator of the above-named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

**ARTICLE I**  
[CORPORATE NAME]

The name of this corporation is **THAT'S WHATS UP ENTERTAINMENT, INC.**

**ARTICLE II**  
[TERM OF EXISTENCE]

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall have perpetual existence.

**ARTICLE III**  
[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and the corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

This Corporation shall specifically engage in the business of the production of recorded music business tradeshow, and the recording, manufacture, leasing, sale, distribution and promotion of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description in addition;

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

H04000174990

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainments including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

**ARTICLE IV**  
(PLACE OF BUSINESS)

The principal place of business for this corporation is:

1717 North Bayshore Drive #3650  
Miami, Florida 33132

**ARTICLE V**  
(CORPORATE ADDRESS)

The mailing address of this corporation is:

That's Whats Up Entertainment, Inc.  
1717 North Bayshore Drive #3650  
Miami, Florida 33132

**ARTICLE VI**  
(CAPITAL STOCK)

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each of which shall be designated as "Common Shares".

**ARTICLE VII**  
(PRO-RATA STOCK PARTICIPATION)

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and 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 VIII**  
**[REGISTERED AGENT & OFFICE]**

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, 6-E, Miami, Florida 33139  
Name of Initial Registered Office: Law Offices of George M. Tavares, Jr.  
Name of Initial Registered Agent: George M. Tavares, Jr.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE IX**  
**[INITIAL DIRECTORS]**

The name and address of the initial director of this corporation is as follows:

**JUSTIN R. RANDALL**  
1717 North Bayshore Drive #3650  
Miami, Florida 33132

**ARTICLE X**  
**[BOARD OF DIRECTORS]**

The corporation shall have one (1) director initially, **JUSTIN R. RANDALL**. The person named as initial director shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such person(s) for all costs, legal and other expenses reasonably incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

**ARTICLE XI**  
**[INITIAL INCORPORATOR]**

The name and address of the person, as Incorporator, signing these Articles is as follows:

**GEORGE M. TAVARES, JR.**  
407 Lincoln Road, Suite: 6-E  
Miami Beach, Florida 33139

**ARTICLE XII**

[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLE XIII**

[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

**IN WITNESS WHEREOF**, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami Beach, Miami-Dade County, Florida, this 5th day of August 2004.

Signed:

George M. Tavares, Jr.  
GEORGE M. TAVARES, JR. Incorporator

THE STATE OF FLORIDA)

) ss:

COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared GEORGE M. TAVARES, JR. with knowledge that he is the Incorporator named in the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 25th day of August, 2004.

Seal

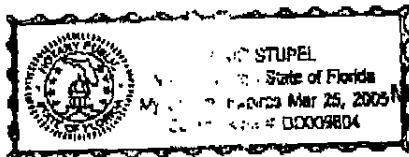
[Signature]  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name:

Eric Stupel

My Commission Expires:

March 25, 2005



40825[TWUE]ARTofINC[That's What's Up Entertainment, Inc.]

H04000174990

# C E R T I F I C A T E

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

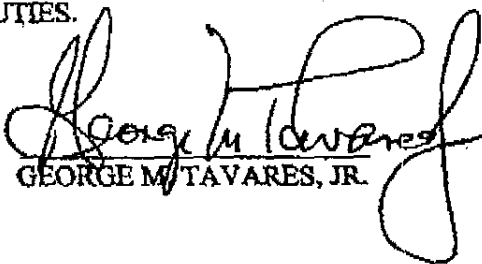
2004 AUG 27 AM 8:57  
TALLAHASSEE FLORIDA  
CLERK OF STATE

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

**FIRST - THAT THAT'S WHAT'S UP ENTERTAINMENT, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH, COUNTY OF DADE, AND STATE OF FLORIDA, HAS NAMED **GEORGE M. TAVARES, JR.** WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**SECOND - 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.**

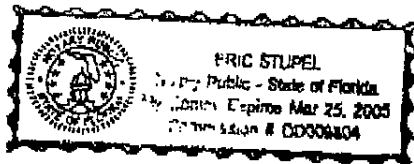
DATED: MIAMI BEACH, FLORIDA  
25 AUGUST 2004

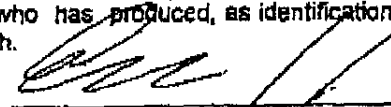
By:   
GEORGE M. TAVARES, JR.

STATE OF FLORIDA)  
                                  ) SS  
COUNTY OF DADE)

Before Me, the foregoing instrument was acknowledged this 25<sup>th</sup> day of AUGUST 2004, by George M. Tavares, Jr., who is personally known to me or who has produced, as identification, his driver's license issued by the State of Florida and did not take an oath.

Seal



  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name: Eric Stupel  
My commission expires: MARCH 25, 2005

40825(TWUE)ARTO( INC.(That's What's Up Entertainment, Inc)

H04000174990