

PO6000044573

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

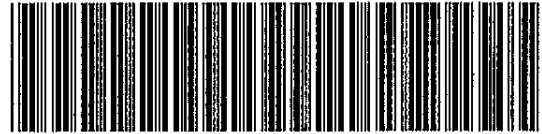
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Julius Brown GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT spacing on Name  
DATE 3/28/06  
DOC. EXAM TH

Office Use Only



700068618467

03/27/06--01041--019 \*\*236.25

2006 MAR 27 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## COVER LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

**SUBJECT:** NUM AGE SPORTS AND ENTERTAINMENT  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ ~~\$78.75~~  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ ~~\$87.50~~  
Filing Fee  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Julius Brown  
307 NW 3<sup>rd</sup> Court  
Hallandale Beach, Florida 33009  
954.446.4503

**NOTE:** Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION  
OF  
**NUMAGE SPORTS AND ENTERTAINMENT**

I, THE UNDERSIGNED, FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY AND UNDER THE PROVISION OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITIES, RIGHTS, PRIVILEGES, AND IMMUNITIES OF THE CORPORATIONS FOR PROFIT, FILE THERE ARTICLES OF INCORPORATION.

**ARTICLE I**

**THE NAME OF THE CORPORATION IS NUMAGE SPORTS & ENTERTAINMENT, INC.**

**ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED IS AS FOLLOWS:

**SECTION 1 A.** TO ENGAGE IN THE BUSINESS TO MANUFACTURE, CONSTRUCT, FABRICATE, BUY, SELL, IMPORT, EXPORT AND OTHERWISE DEAL IN AND WITH CLOTHING OF ALL KINDS FOR MEN, WOMEN AND CHILDREN, OF NATURAL AND SYNTHETIC FIBERS: TO MANUFACTURE OR OTHERWISE OBTAIN SIMILAR ACCESSORIES FOR USE IN SUCH ENDEAVOR: TO OBTAIN AND DISPOSE OF SUPPLIES, MATERIALS, TOOLS MACHINERY, APPLIANCES, AND APPARATUS NECESSARY OR USEFUL IN SUCH MANUFACTURE: AND TO DESIGN, PRINT MANUFACTURE, SELL, NEW STYLES AND MODELS OF SPORTS CLOTHING AND/OR APPAREL.

**SECTION 1 B.** TO ENGAGE IN THE BUSINESS TO PROMOTE AND ORGANIZE SPORTING EVENTS, CONCERTS, AND MARKETING, PRODUCING ENTERTAINMENT, WITH AN INPUT ON EVENT PLANNING: TO OBTAIN BUSINESS CARDS, FLYERS, POSTERS, WEB DESIGNS, SEARCH ENGINE MARKETING, PROMOTIONAL PRODUCTS, AND MEDIA ADVERTISEMENT AND MARKETING CONSULTING.

**SECTION 2:** TO ENGAGE IN ANY COMMERCIAL OR INDUSTRIAL ENTERPRISE CALCULATED OR DESIGNED TO BE PROFITABLE TO THIS CORPORATION AND IN CONFORMITY WITH THE LAWS OF THE STATE OF FLORIDA.

**SECTION 3:** TO GENERALLY ENGAGE IN, DO AND PERFORM ANY ENTERPRISE ACT OR VACATION THAT A NATURAL PERSON MIGHT DO OR PERFORM.

**SECTION 4:** TO ENGAGE IN AND CARRY ON ANY BUSINESS OR BUSINESSES AND ACT OR DEED PERTAINING THERETO, EITHER DIRECTLY OR INDIRECTLY, WHICH IS NOT PROHIBITED BY LAWS OF THE STATE OF FLORIDA, AND SO ENGAGE IN AND CARRY ON SAID BUSINESS OR BUSINESSES IN FLORIDA, OR OTHER STATES IN THE UNITED STATES OR IN ANY FOREIGN COUNTRY. TO DO ANY AND ALL THINGS NECESSARY, SUITABLE, USEFUL PROPER OR ADMISSIBLE FOR THE ACCOMPLISHMENT OF ANY ONE OF PURPOSES OR ADMISSIBLE FOR THE ACCOMPLISHMENT OF ANY ONE OF THE PURPOSES OR FOR THE ATTAINMENT OF ANY OF THE OBJECTS OR FURTHER EXERCISE OF THE POWERS HEREIN SET FORTH, WHETHER HEREIN SPECIFIED OR NOT, EITHER ALONE OR IN CONNECTION WITH OTHER FIRMS, INDIVIDUALS, OR CORPORATIONS, EITHER IN THIS STATE OR THROUGHOUT THE UNITED STATES AND ELSEWHERE.

2006 SEP 27 PM 3:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III

THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OF SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHER LAWFUL POWERS NOT INCONSISTENT HERewith ARE HEREBY INCLUDED.

### ARTICLE IV

ANY UNISSUED STOCK OR SUCH ADDITIONAL AUTHORIZED ISSUE OF NEW STOCK OR OF OTHER SECURITIES CONVERTIBLE INTO STOCK MAY BE ISSUED AND DISPOSED OF PURSUANT TO RESOLUTION OF THE BOARD OF DIRECTORS TO SUCH PERSON, FIRMS, CORPORATIONS OR ASSOCIATIONS AND UPON SUCH TERM AS MAY BE DEEMED ADVISABLE BY THE BOARD OF DIRECTORS IN THE EXERCISE OF THEIR DISCRETION.

### ARTICLE V

EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR ELECTION OF DIRECTORS AND FOR ALL OTHER PURPOSES SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF OUTSTANDING COMMON SHARES.

### ARTICLE VI

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 7,000 SHARES OF ONE (\$1.00) DOLLAR PAR VALUE, UNLESS DULY CHARGED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. IT IS THE INTENTION OF THIS CORPORATION THAT THE STOCK ISSUED SHALL QUALIFY AS "SECTION 1244 STOCK," AS SUCH TERMS IS DEFINED IN THE INTERNAL REVENUE CODE AND THE REGULATIONS ISSUED THEREUNDER.

### ARTICLE VII

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THE CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDES, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATED SHARE THEREOF (AS NEARLY AS MANY BE DON WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

### ARTICLE VIII

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE **307 NW 3<sup>RD</sup> COURT, HALLANDALE BEACH, FL 33009** WHICH IS THE PRINCIPAL PLACE OF THE CORPORATION; AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THE ADDRESS IS **JULIUS BROWN**

ARTICLE IX

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE IX

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY LAW ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THEN ONE.

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBERS TO THE ARTICLES OF CORPORATION IS AS FOLLOWS:

**JULIUS BROWN  
307 N.W. 3<sup>RD</sup> COURT  
HALLANDALE BEACH, FLORIDA 33009**

**CLARA BROWN  
307 N.W. 3<sup>RD</sup> COURT  
HALLANDALE BEACH, FLORIDA 33009**

**DAVIDA BROWN  
620 N.W. 3<sup>RD</sup> COURT  
HALLANDALE BEACH, FLORIDA 33009**

ARTICLE XI

THESE ARTICALES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAY. EVERY AMENDMENT SHALL BE APPORVED BY THE BORD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER,S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGNA WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF ARTICLES OF INCORPORATION BE MADE.

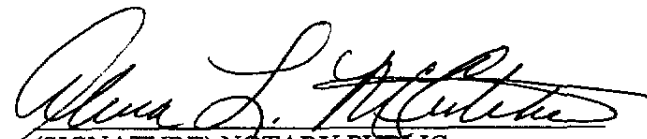
IN WITNESS WHEREOF, I THE UNDERSIGNED, BEING THE SUBSCRIBING INCORPORATOR, HAVE HEREUNTO SET MY HAND AND SEAL FOR THE PORPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, THIS 15<sup>TH</sup> DAY OF MARCH, 2006

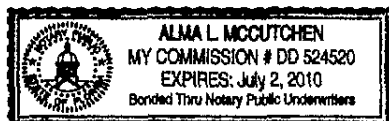
\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accepted the appointment as registered agent and agree to act in this capacity.*

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARED, JULIUS BROWN, CLARA BROWN AND DAVIDA BROWN, KNOWN TO ME TO BE THE PERSONS DISCRIBED AS SUBCRIBER AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGE BEFORE ME THAT THEYEXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOS THEREIN EXPRESSED.

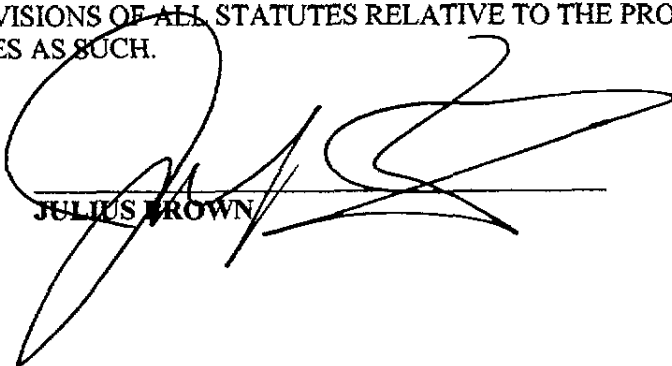
WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE,  
THIS 15<sup>TH</sup> DAY OF MARCH, 2006.

  
(SIGNATURE) NOTARY PUBLIC



ALMA L. MCCUTCHEN  
(PRINT NAME)  
STATE OF FLORIDA  
MY COMMISSION EXPIRES:

HAVING BEEN NAMED REGISTERED AGENT FOR THE ABOVE STATED CORPORATION,  
AT THE PLACE DESIGNATED IN THESE ARTICLES, 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 AS SUCH.

  
JULIUS BROWN