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To:

Division of Corporations
Fax Number : (850) 205-0381

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Account Name : GREENBERG TRAURIG (WEST PALM BEACH)
Account Number : 075201001473
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FLORIDA PROFIT/NON PROFIT CORPORATION

S.G.S. Entertainment, Inc.

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J. Shivers DEC 06, 2006

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ARTICLES OF INCORPORATION
OF
S.G.S. ENTERTAINMENT, INC.

ARTICLE I - NAME

The name of this corporation is S.G.S. Entertainment, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

19390 Collins Avenue, Suite 625
Sunny Isles, FL 33160

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock, which shall be designated "Common Stock "

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

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ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Simon Segelman
300 Arthur Godfrey Road, Suite 202
Miami Beach, FL 33140

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Evens St. Clair
19390 Collins Avenue, Suite 625
Sunny Isles, FL 33160

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Evens St. Clair	19390 Collins Avenue, Suite 625 Sunny Isles, FL 33160
Eric Galbut	4770 Biscayne Boulevard Miami, FL 33137
Simon Segelman	300 Arthur Godfrey Road, Suite 202 Miami Beach, FL 33140

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ARTICLE XI - OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors of the Corporation or they resign are as follows:

President

Evens St. Clair	19390 Collins Avenue, Suite 625 Sunny Isles, FL 33160
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Vice President

Eric Galbut	4770 Biscayne Boulevard Miami, FL 33137
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Secretary/Treasurer

Simon Segelman	300 Arthur Godfrey Road, Suite 202 Miami Beach, FL 33140
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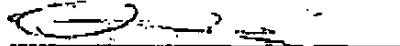
ARTICLE XII - AMENDMENT

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

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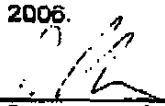
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of November, 2006.


Evens St. Clair, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 30th day of November, 2006.


Simon Segelman, Registered Agent

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