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spectacle entertainment, inc.

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August 6, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SPECTACLE ENTERTAINMENT, INC.
REF: W07000037995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The principal address must be consistent wherever it appears in your document. On the registered agent page in the first paragraph you stated the principal place of business at the city of Davie, County of Miami-Dade. This does not match what you have in article IV.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

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ARTICLES OF INCORPORATION

OF

SPECTACLE ENTERTAINMENT, INC.

ARTICLE I (CORPORATE NAME)

The name of this corporation is **SPECTACLE ENTERTAINMENT, INC.**

ARTICLE II (TERM OF EXISTENCE)

This corporation 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.

To 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 that reproduce the sight and sound of every name, nature and description.

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.

To carry on, in all departments, the business of producing master recordings, theatrical performances, 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 and 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.

This 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.

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SPECTACLE ENTERTAINMENT, INC.
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ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

**3801 North University Drive No.403
Fort Lauderdale, Florida 33351**

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

**3801 North University Drive, No.403
Fort Lauderdale, Florida 33351**

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue four thousand (4,000) 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/she already holds, and shall have the right to purchase his/hers 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 Offices **407 Lincoln Road, Suite: 6-E
Miami, Florida 33139-3016**

Name of Initial Registered Offices **LAW OFFICES of GEORGE M. TAVARES**

Name of Initial Registered Agents **GEORGE M. TAVARES, JR., ESQUIRE**

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

SPECTACLE ENTERTAINMENT, INC.
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ARTICLE IX

[INITIAL DIRECTORS]

The Name & Address of the Initial Director of this Corporation is as follows:

Thomas O'Keefe
3801 North University Drive, No.403
Fort Lauderdale, Florida 33351

ARTICLE X

[BOARD OF DIRECTORS]

The corporation, initially, shall have one (1) director. The person named as Initial Director shall hold office for the first five years of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first. The number of director(s) 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., ESQUIRE
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida 33139

ARTICLE XII

[REBALE 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.

SPECTACLE ENTERTAINMENT, INC.

August 7, 2007

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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 JUNE BE SERVED****IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

FIRST - THAT SPECTACLE ENTERTAINMENT, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FORT LAUDERDALE, COUNTY OF BROWARD AND STATE OF FLORIDA, HAS NAMED GEORGE M. TAVARES, JR., ESQUIRE WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF MIAMI BEACH, COUNTY OF MIAMI, STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF 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**7th of August 2007**

By:

GEORGE M. TAVARES, JR.**STATE OF FLORIDA)****) SS****MIAMI-DADE COUNTY)**

I, hereby certify that on this 7th day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the person described in and who executed the foregoing instrument, who acknowledged before me that **GEORGE M. TAVARES, JR.** executed same, and an oath was not taken. [Check One] ☒ Said person(s) are personally known to me or ☐ Said person(s) provided the following type of identification: _____

Witness my hand and Official Seal in the County and State last aforesaid this 7th day of AUGUST, 2007.

(Seal)

Notary Signature: _____

**ENRIQUE F MESA**

MY COMMISSION # DD675221

EXPIRES May 16, 2011

FloridaNotaryService.com

Printed Name

Enrique F. Mesa

Notary

TALLAHASSEE, FLORIDA
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SPECTACLE ENTERTAINMENT, INC.

August 7, 2007

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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 7th day of August 2007.

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

STATE OF FLORIDA) ss
MIAMI-DADE COUNTY)

I, hereby certify that on this 7th day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the person described in and who executed the foregoing instrument, who acknowledged before me that GEORGE M. TAVARES, JR. executed same, and an oath was not taken, (Check One) ☒ Said person(s) are personally known to me or ☐ Said person(s) provided the following type of identification: _____.

Witness my hand and Official Seal in the County and State last aforesaid this 7th day of AUGUST, 2007.

Notary Signature:



Printed Name Enrique F. Mesa, Notary

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