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21
12/20/07

George Tavares
Requestor's Name
407 Lincoln Rd. #4C
Address

City State ZIP Phone

(305) 673-9696

CORPORATION(S) NAME

Cat-Five Corporation

☒ ~~Proxies~~

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

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**ARTICLES OF INCORPORATION
OF
CAT-FIVE CORPORATION**

ARTICLE I
[CORPORATE NAME]

The name of this corporation is **CAT-FIVE CORPORATION**

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 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, 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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ARTICLE IV
[PLACE OF BUSINESS]

The principal place of business for this corporation is:

14885 Lake Ajaro Drive
West Palm Beach, Florida 33407

ARTICLE V
[CORPORATE ADDRESS]

The mailing address of this corporation is:

14885 Lake Ajaro Drive
West Palm Beach, Florida 33407

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 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, Suite: 6-E
Miami, Florida 33139-3016

Name of Initial Registered Office: LAW OFFICES of GEORGE M. TAVARES

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 DIRECTOR(S)]

The name's and address's of the initial director of this corporation are as follows:

**William D. Gates
14885 Lake Ajaro Drive
West Palm Beach, Florida 33407**

ARTICLE X

[BOARD OF DIRECTORS]

The corporation shall have one (1) director initially. 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]

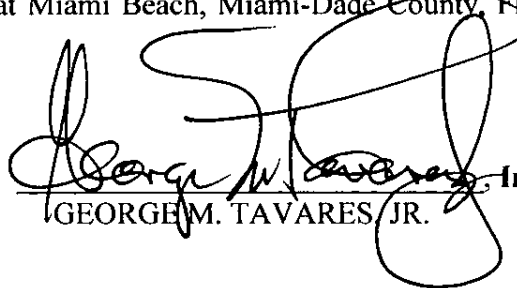
Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and terms shall be further 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 director(s), properly proposed by them to the stockholder(s) 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 Director(s) and all of the stockholder(s) 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 19th day of December 2007.

Signed:



GEORGE M. TAVARES, JR. Incorporator

STATE OF FLORIDA)
) SS
MIAMI-DADE COUNTY)

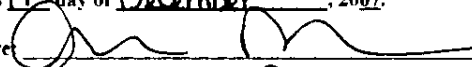
I, hereby certify that on this 19th day of December, 2007, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the person described in and who executed the foregoing instrument, who acknowledged before me that GEORGE M. TAVARES, JR. executed 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: personally known.

Witness my hand and Official Seal in the County and State last aforesaid this 19th day of December, 2007.

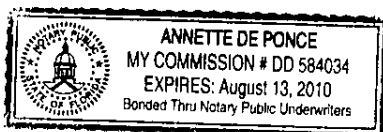
(Seal)

Notary Signature

Printed Name:


Annette De Ponce

Notary



Notary