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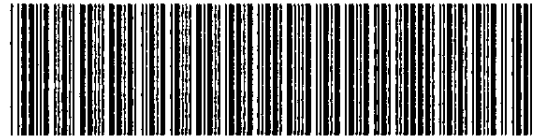
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FEB 18 PM 3:47  
HONOLULU, HI  
COUNTY OF HAWAII

Ps 2/21/11

**ARTICLES OF INCORPORATION**

**OF**

**Guy Ramces Entertainment, INC.**

**FILED**  
**11 FEB 18 PM 3:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**THE UNDERSIGNED, for the purposes of forming a corporation, Under the Florida general Corporation Act, do hereby adopt the following articles of incorporation.**

**ARTICLE ONE**

**The name of the Corporation is:**

**Guy Ramces Entertainment, INC.**

**ARTICLE TWO**

**The duration of the Corporation is perpetual.**

**ARTICLE THREE**

**The general purpose for which the corporation is organized are the following:**

- A. To engage and transact any lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits this general purpose in any way.**
- B. To do such other things as are incidental to the purpose of the Corporation or Necessary or desirable in order to accomplish them.**
- C. To engage in any and all aspects of: Talent Management, Music, Television, Film and Modeling.**

#### **ARTICLE FOUR**

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) SHARES of common stock with no par value.

#### **ARTICLE FIVE**

The Street address of the initial office of the corporation is:

19821 NW 2<sup>nd</sup> Ave, Ste 120  
Miami, FL 33169

The name of the initial Registered Agent is:

Guy Ramsey

The address of the registered Agent is:

19821 NW 2<sup>nd</sup> Ave, Ste 120  
Miami, FL 33169

#### **ARTICLE SIX**

The number of Directors consisting the initial Board of Directors is three (3). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation are as follows:

Guy Ramsey  
President/Director  
19821 NW 2<sup>nd</sup> Ave Ste 120  
Miami, FL 33169

Yvette Bernadette  
Vice President  
19821 NW 2<sup>nd</sup> Ave Ste 120  
Miami, FL 33169

Karen Harris  
Treasurer/Secretary  
19821 NW 2<sup>nd</sup> Ave Ste 120  
Miami, FL 33169

**ARTICLE SEVEN**

**The name and address of the incorporator is as follows:**

**Guy Ramsey  
19821 NW 2<sup>nd</sup> Ave Ste 120  
Miami, FL 33169**

**ARTICLE EIGHT**

**The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.**

**ARTICLE NINE**

**The Corporation may indemnify any present or former officer, incorporator, or director, to the full extent permitted by law.**

**ARTICLE TEN**

**The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.**

**IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15<sup>th</sup> day of FEB, 2011**

Guy Ramsey  
Guy Ramsey  
Incorporator

STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

The foregoing instrument was acknowledge before me this 15<sup>th</sup>

Day of FEB, 2011, by GUY Ramsey who personally appeared before me  
at the time of notarization.

NOTARY PUBLIC STATE OF FLORIDA

Sign 

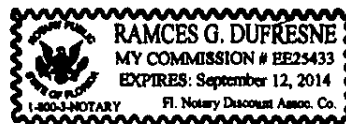
My commission expires:

Print R. G. DUFRESNE

Personally known ☒ or produced identification \_\_\_\_\_  
(Type of Identification Produced D/L \* SSN )

These Articles were prepared by:

Guy Ramsey  
19821 NW 2<sup>nd</sup> Ave Ste 120  
Miami, FL 33169



I hereby accept all duties as a Registered Agent for Guy Ramces Entertainment,  
INC.

Guy Ramsey  
Guy Ramsey

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STATE OF FLORIDA