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June 11, 1993

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Division of Corporations
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Re: Articles of Incorporation for:
DAY BY THE RIVER, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation on the above proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing payment for the cost of said Articles of Incorporation.

Kindly forward a certified copy of said Articles of Incorporation to the undersigned. Thanking you in advance for your anticipated cooperation.

Very truly yours,

JACOBI & JACOBI

BY: 
ALLEN L. JACOBI, ESQ.

ALJ:sh
enclosure



corr2.day.corp

ARTICLES OF INCORPORATION

FILED

OF

NOV 18 1961

DAY BY THE RIVER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLA.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be Day By The River, Inc.

II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

B. To conduct the business of providing the services of a musical group for the purposes of professional recording, touring, songwriting and any and all related items necessary for the conduct of said musical group which shall be professionally known as Day By The River.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 per value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:
6800 Miller Drive, Miami, Florida 33155

VII

The Board of Directors of this corporation shall consist of not less than one nor more than 6 member.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Edward Lahey	6800 Miller Drive Miami, FL 33155	President
Patrick McDonnell	6800 Miller Drive Miami, FL 33155	VP/Treasurer
David Brockway	6800 Miller Drive Miami, FL 33155	Secretary

IX

The registered agent and the registered office for this corporation are: Patrick McDonnell at 6800 Miller Drive, Florida 33155

X

The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARE
Edward Lahey	6800 Miller Drive Miami, FL 33155	83.333
Patrick McDonnell	6800 Miller Drive Miami, FL 33155	83.333
David Brockway	6800 Miller Drive Miami, FL 33155	83.333
Chris Garges	6800 Miller Drive Miami, FL 33155	83.333
Walter Austin	6800 Miller Drive Miami, FL 33155	83.333
Buxton Pryor	6800 Miller Drive Miami, FL 33155	83.333

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Edward Lahey	6800 Miller Drive Miami, FL 33155	President
Patrick McDonnell	6800 Miller Drive Miami, FL 33155	VP/Treasurer
David Brockway	6800 Miller Drive Miami, FL 33155	Secretary

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election after such time they will rotate positions as they agree among themselves, or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Patrick McDonnell
Patrick McDonnell

IN WITNESS WHEREOF, We have hereunto made, subscribed and acknowledged these articles of Incorporation.

Chris Garges
Chris Garges

Patrick McDonnell
Patrick McDonnell

David Brockway
David Brockway

Walter Austin
Walter Austin

Buxton Pryor
Buxton Pryor

Edward Lahey
Edward Lahey

STATE OF FLORIDA)
COUNTY OF DADE)

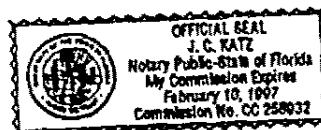
I hereby certify that on this day personally appeared: Patrick McDonnell, Walter Austin, Edward Lahey, Chris Garges, David Brockway and Buxton Pryor, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber(s) and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this
30 day of April 1993

My Commission Expires: Feb 10, 1997

J.C. Katz
NOTARY PUBLIC

Seal



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