

P95000002828

Ada Gordon, Talent Agency
1995 N.E. 150th Street
North Miami, Fl. 33181

Florida Department Of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

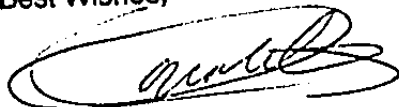
December 27, 1994

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-01/20/95--01050--018
****122.50 ****122.50

Dear Sirs/ Madams:

Enclosed please find the Articles of Incorporation that were drawn up by our lawyer.
We hope that all the documents are in order and that our company can become
incorporated as soon as possible. In addition to the articles you will find two checks
that will cover the expense of incorporating our company and receiving a certified copy
as well as registering the fictitious name with the state and receiving that certified
copy. Thank you for your time and consideration. If there is anything we can do please
contact us at (305) 949-0770.

Best Wishes,



Christine Donalds

W95-182
ST
1-11



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 4, 1995

CHRISTINE DONALDS
ADA GORDON TALENT AGENCY
1995 N.E. 150TH STREET
NORTH MIAMI, FL 33181

SUBJECT: MARTIN-DONALDS TALENT AGENCY, INCORPORATED
Ref. Number: W95000000182

We are returning your check for \$202.50 to be replaced by one in the correct amount of \$122.50.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

You must complete the enclosed Fictitious Name application. The forms submitted are not necessary for filing.

Please return the Articles of Incorporation when you return your fictitious name application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 995A00000275

ARTICLES OF INCORPORATION

FOR

MARTIN-DONALDS TALENT AGENCY, INCORPORATED

These Articles of Incorporation are comprised on three (3) pages.

ARTICLE I
NAME

Corporation name is MARTIN-DONALDS TALENT AGENCY, INCORPORATED, also doing business as ADA GORDON TALENT AGENCY (fictitious name registration attached).

ARTICLE II
PRINCIPAL OFFICE

The street and mailing address of the initial principal office is 1995 N.E. 150th Street, North Miami, Florida 33181.

ARTICLE III
AUTHORIZED SHARES

Corporation is authorized to issue one thousand (1000) shares of Class A Common Stock. Authorized shares have unlimited voting rights and are entitled to receive the net assets of Corporation upon dissolution. Preferences, limitations, and relative rights of the shares of stock will be determined by the Board of Directors.

ARTICLE IV
ISSUED SHARES

Corporation shall initially issue Twenty (20) Shares of Class A Common Stock. Sharon Martin and Christine Donalds, Incorporators and Directors, shall each purchase ten (10) Shares. Consideration for the Shares shall be in the form of promises from both Sharon Martin and Christine Donalds to perform future services as Directors, Officers of Corporation, and Shareholders. This Article shall become effective and shall be duly adopted by the Board of Directors at the time of filing of the Articles of Incorporation by the Florida Department of State.

ARTICLE V
PREEMPTIVE RIGHTS

No preemptive rights are granted to the shareholders.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office is 1995 N.E. 150th Street, North Miami, Florida 33181. Sharon Martin shall be the initial registered agent.

REGISTERED AGENT ACCEPTANCE:

I, Sharon Martin, accept the appointment as the registered agent for Martin-Donalds Talent Agency, Incorporated. I reside in the State of Florida. My business office is identical with the registered office. As registered agent, on whom process may be served concerning the corporation, I am familiar with, and accept, the obligations of that position.

By: Sharon Martin

Sharon Martin
Incorporator and Director

ARTICLE VII
INCORPORATORS

The name and address of each incorporator are as follows:

1. Sharon Martin
358 N.E. 94th Street
Miami Shores, Florida 33138
2. Christine Donalds
630 N.W. 206th Avenue
Pembroke Pines, Florida 33029

ARTICLE VIII
DIRECTORS

Corporation will initially have two (2) directors. The name and address of each director are as follows:

1. Sharon Martin
358 N.E. 94th Street
Miami Shores, Florida 33138
2. Christine Donalds
630 N.W. 206th Avenue
Pembroke Pines, Florida 33029

ARTICLE IX
PURPOSE

Corporation is organized for the purpose of engaging in the business of operating a film, television, commercial, theatrical and print talent agency and any other lawful business.

ARTICLE X
STOCK VALUE

Corporation stock shall have no par value.

ARTICLE XI
INDEMNIFICATION

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

ARTICLE XII
AMENDMENT

Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment and any right conferred upon Shareholders is subject to this reservation.

On December 23, 1994, these Articles of Incorporation were duly adopted by the undersigned incorporators and directors.

By: Sharon Martin
Sharon Martin
Incorporator and Director

By: Christine Donalds
Christine Donalds
Incorporator and Director

AS WITNESS, Sharon Martin and Christine Donalds, as incorporators and directors, duly adopted these Articles of Incorporation.

By: James W. McIntire
James W. McIntire
Attorney at Law
Florida Bar #21008

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Requestor's Name

Martin & Donalds Talent Agency, Inc.
1995 N.E. 150th Street
North Miami, Florida 33181
(305)940-1311, (305)940-8884
FAX 949-7908

Office Use Only

96 OCT -2 AM 11:02
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-10/02/96--01023--032
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N/C

VS OCT 7 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MARTIN - DONALDS TALENT AGENCY, INCORPORATED,
DBA ADA GORDON TALENT AGENCY
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

WE hereby AMEND Article I
OF OUR ARTICLES OF INCORPORATIONS.

FROM THIS DAY FORWARD our company
NAME will be changed to

MARTIN & DONALDS TALENT Agency, Inc.
THIS will replace MARTIN - DONALDS TALENT AGENCY, Incorporated.
Our Fictitious name has been cancelled,
WE will NOT use ^{the} ADA GORDON TALENT Agency
NAME EFFECTIVE IMMEDIATELY.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FILED
96 OCT -2 AM 11:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIRD: The date of each amendment's adoption: 9/1/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1 day of September, 19 96.

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Sharon Martin, President
Typed or printed name
President / Sharon Martin
Title / Incorporator