

**P95000012145**

**ALLEN L. JACOBI**

Attorney at Law

A PROFESSIONAL ASSOCIATION

1113 N.E. 12th Street

North Miami, Florida 33161

Richard N. Clarytt, D.A.  
of Counsel

February 6, 1994

TELEPHONES:  
DADE (305) 893-4130  
BROWARD (305) 921-4026  
FAX (305) 893-4173

Corporate Records Bureau  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RECEIVED  
-02/10/95--01103--011  
\*\*\*122.50 \*\*\*122.50

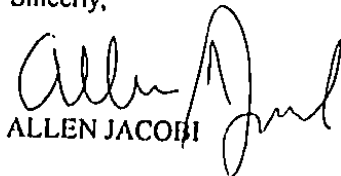
RE: Articles of Incorporation for:  
LIVE! EVENTS MANAGEMENT, INC..

*Gentlemen:*

Enclosed herewith please find an original and one copy of the Article 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.

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

Sincerely,

  
ALLEN JACOBI

ALJ:sh  
encl.

**FILED**  
95 FEB 10 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LIVE! EVENTS MANAGEMENT, INC.

FILED

95 FEB 10 PM 3:33

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

I

The name of the corporation shall be LIVE! EVENTS MANAGEMENT, 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 business in any and all aspects of music productions, including, but not limited to, management, management of events, marketing, publishing, consultation and coordination of live performances, production of master tapes for the manufacture of phonograph records of all configurations, video recording and production for the manufacture of video tapes and/or distribution to television and video outlets, manufacturing, distribution and sale of merchandising in all configurations, and the coordination of all types of production relating to live musical events in and throughout the entertainment industry.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par 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:  
1500 Bay Road, Suite 1518, Miami Beach, Florida 33139.

VII

The Board of Directors of this corporation shall consist of not less than one nor more than 1 member.

# VIII

The names and addresses of the first of the 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:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
LAWRENCE J. KEYSER, JR.	1500 Bay Road, Suite 1518 Miami Beach, Florida 33139	President/Secretary/ Treasurer

# IX

The registered agent and the registered office for this corporation are: Lawrence J. Keyser, Jr., 1500 Bay Road, Suite 1518, Miami Beach, Florida 33139.

# X

The name and address of the subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, to 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:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
LAWRENCE J. KEYSER, JR.	1500 Bay Road Suite 1518 Miami Beach, Florida 33139	500

# XI

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

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
LAWRENCE J. KEYSER, JR.	1500 Bay Road, Suite 1518 Miami Beach, Florida 33139	President/Secretary/ Treasurer

# XII

This corporation shall be initially governed by the stockholders, not withstanding 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 or until their successors are elected or appointed or have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

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.

Lawrence J. Keyser, Jr.  
LAWRENCE J. KEYSER, JR.

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Lawrence J. Keyser, Jr.  
LAWRENCE J. KEYSER, JR.

STATE OF FLORIDA)  
COUNTY OF DADE)

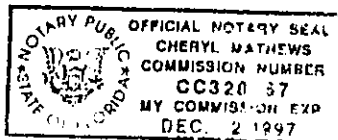
I hereby certify that on this day personally appeared:  
LAWRENCE J. KEYSER, JR., to be well known to be the same  
described in and who executed these Articles of Incorporation, and  
acknowledged the Articles to be the act and deed of the subscriber(s)  
and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this  
3 day of February, 1998.

My Commission Expires:

Cheryl Mathews  
NOTARY PUBLIC

Seal



FILED  
55 FEB 10 PM 2:35  
TALLAHASSEE, FLORIDA