

P95000012699

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

700001405157
-02/14/95--01033--010
****122.50 ****122.50

Subject:

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation and
Certification of Designation Registered Agent Registered Office for

Also enclosed is a check in the amount of \$122.50 for costs to
incorporate.

Please process documents accordingly.

Sincerely,

[Signature]

*DOB name deleted
Notified by printing
with information letter
CT*

*1-10-95
2-10-95*

FILED
02 FEB 19 11 50
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
ORVILLE EARL ENTERPRISES INC.
~~DBA-(1)H-Hearn-Videos~~
~~(2)Heartical-Music-Works-~~

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Orville Earl Enterprises Inc , and the initial address of this corporation shall be 2230 NW 63rd Ave, Sunrise, FL 33313

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share Stock	Class of Stock Common
100	50 ROW	
	50 EPD.	

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law

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CLERK OF DISTRICT COURT
NORTH DAKOTA

ARTICLE V

The initial registered office of this corporation shall be at 2230 NW 63rd Avenue, Sunrise, FL 33313, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard O. Walters.

ARTICLE VI

This corporation shall have two directors initially. The name and address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Richard O. Walters, President/Executive Director
2230 NW 63rd Avenue,
Sunrise, FL 33313

Earl P. Douglas, Vice President/Managing Director
9566 NW 8th Circle,
Plantation, FL 33324

ARTICLE VII

The name and address of the incorporator is Richard O. Walters, 2230 NW 63rd Avenue, Sunrise, FL 33313.

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

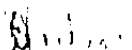
ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any event

ARTICLE X

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct

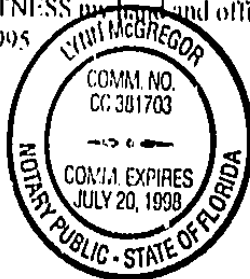


Richard O. Walters, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Richard O. Walters, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed

WITNESS my hand and official seal in the state and country aforesaid this 1ST day of Feb, 1995



Lynda McGregor
Notary Public,
State of Florida at Large

My commission expires

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

ORVILLE EARL ENTERPRISES INC

Pursuant to Florida Statutes, Sections 48.091 and 607.501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at 2230 NW 63rd Avenue,
Sunrise, Florida, has named Richard O. Walters located at the aforesaid address, as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of Florida Law in keeping open said office.

Richard O. Walters
Richard O. Walters

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted

First, that Orville Earl Enterprises Inc., desiring to organize under the laws of the
State of Florida, has named Richard O. Walters of 2230 NW 63rd Ave., Sunrise, FL,
County of Broward, State of Florida its statutory Registered Agent

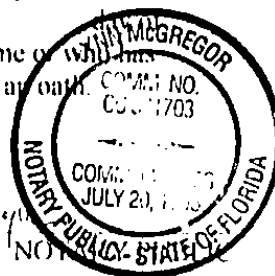
I having been named the statutory Registered Agent of the above corporation at the
place designated in this certificate, I hereby accept the same and agree to act in this
capacity, and agree to comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of section 607.325 F.S.

[Signature]

Registered Agent

DATED This 7 day of 7, 1995

The foregoing instrument was acknowledged before me this
11/2 1995 by R. O. Walters who is personally known to me or
produced DRIVE LIC as identification and who did-did not take an oath.



My commission expires

OFFICE OF THE CLERK

2230 NW 63 Avenue • Sunrise, Florida 33313
(305) 740-3723
E-Mail-Internet: 70512.71@COMPULERVE.COM

[illegible]

Dear Sir/Madam,

My return address is Richard O. Walters, 2230 NW 63 Avenue, Sunrise, FL 33313-2921, and my telephone number is (954)749-3723.

Sincerely,

Galtese.

SH $\frac{5}{3}$
Diss.

SECRET
DIVISION OF DOCUMENTS
55 APR 26 PM 12:32

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ORVILLE EARL ENTERPRISES, INC.

SECOND: The date dissolution was authorized: MARCH 29, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for

approval by BOTH PARTIES (PRESIDENT & VICE-PRESIDENT)
(voting group)

Signed this 24th day of APRIL, 19 96

Signature

(By the Chairman or Vice Chairman of the Board, President, or other officer)

RICHARD O. WALTERS

(Typed or printed name)

PRESIDENT / EXECUTIVE DIRECTOR

(Title)

FILED
SECRETARY
DIVISION
95 APR 26 PM 12:32