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TALLAHASSEE, FL 32301  
904-222-9171  
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P95000025499

ACCOUNT NO. : 072100000032

REFERENCE : 567419 81054A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

FILED  
95 MAR 30 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 1995

ORDER TIME : 9:23 AM

ORDER NO. : 567419

000001443840

CUSTOMER NO: 81054A

CUSTOMER: James M. Schiff, Esq  
James M. Schiff, Esq  
Suite 1609  
9130 South Dadeland Blvd  
Miami, FL 33156

95 MAR 30  
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

File  
2nd

NAME: ENTERTAINMENT EXCHANGE, INC..

ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

KPG  
3/30

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: \_\_\_\_\_



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF Florida  
COUNTY OF Leon

I, Karen B. Rozar after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, Karen B. Rozar hereby resign as Assistant Secretary of  
(Title)

Entertainment Exchange, Inc., a Florida corporation;  
(Name of Corporation)

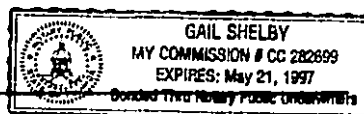
That the corporation has been notified in writing of the resignation.

Karen B. Rozar  
Signature of resigning officer/director

Sworn to and subscribed before me this 30 day of March, 1995.

Gail Shelby  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



FILING FEE IS \$35.00

P95000025499

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

500001443295  
-03/29/95--01100--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Date: March 28, 1995

Re: Entertainment Exchange, Inc.

Gentlemen:

Enclosed please find the original copy of Articles of  
Incorporation together with my check in the amount of  
\$ 70.00.

This represents the cost of the Filing Fees, and Fee for  
Registered Agent Designation for the above named corporation.

Thank You,

Alicia Delp  
Alicia Delp

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
95 MAR 29 PM 3:45

SDC

ARTICLES OF INCORPORATION  
OF  
ENTERTAINMENT EXCHANGE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I: NAME**  
ENTERTAINMENT EXCHANGE, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4855 SW 148 Ave.  
Davie, FL 33331

**ARTICLE III: SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
1000 shares of no-par-value common stock.

**ARTICLE IV: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent is:

Alicia Delp  
4855 SW 148 Ave.  
Davie, FL 33331

**ARTICLE V: INITIAL BOARD OF DIRECTORS**

The names and street address of the initial directors of the corporation are as follows:

Alicia Delp  
4855 SW 148 Ave.  
Davie, FL 33331

William Delp  
4855 SW 148 Ave.  
Davie, FL 33331

FILED  
SECRETARY OF STATE  
JAN 29 1968  
DAVIE, FLORIDA

**ARTICLE VI: INCORPORATORS**

The names and street address of the incorporator to these Articles of Incorporation are:

Alicia Delp  
4855 SW 148 Ave.  
Davie, FL 33331

The undersigned incorporator has executed this Article of Incorporation this 27 day of March 1995.

*Alicia Delp*  
Alicia Delp

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following designation of registered agent/registered office in the State of Florida:

1. The name of the corporation is:

ENTERTAINMENT EXCHANGE, INC.

2. The name and address of the registered agent and office are:

Alicia Delp  
4855 SW 148 Ave.  
Davie, FL 33331

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT ON THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Alicia Delp  
Alicia Delp

3-27-95  
Date

95 MAR 29 PM 3:45  
FILED  
MAR 29 1995  
CLERK OF CIRCUIT COURT  
DAVIE, FLORIDA

P95000025499  
ENTERTAINMENT EXCHANGE

FEI 65-0572449

ATTN, VELMA SHEPARD

Dir of Corp

FAX # 904-487-6013

Correct FEI #

JB

1/29

V