

P95000028498

March 24, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Secretary of State:

Enclosed find one original and a copy of the
Articles of Incorporation of Palm Beach
Entertainment.

Also find enclosed a check made payable to the
Department of State in the amount of \$70.00
which includes the statutory filing fee. Your
assistance in establishing the corporation to
be known as Palm Beach Entertainment, Inc. is
appreciated.

Respectfully,

William L. Dailey
Secretary

Enclosure: Airborne Express return envelope.

FILED
95 APR -6 PM 2 30
TALLAHASSEE, FLORIDA

749,611,671
W95-6813

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*****70.00 *****70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1995

WILLIAM L. DAILEY
1361 SOUTH FEDERAL HIGHWAY #316
BOCA RATON, FL 33432

SUBJECT: PALM BEACH ENTERTAINMENT, INC.
Ref. Number: W95000006813

We have received your document for PALM BEACH ENTERTAINMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 595A00014000

ARTICLES OF INCORPORATION
PALM BEACH ENTERTAINMENT, INC.

FILED
95 APR -6 PM 2:30
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That, Daniel L. Dailey and William L. Dailey, have agreed to establish a corporation pursuant to the laws of the state of Florida.

ARTICLE I

The name of the corporation shall be PALM BEACH ENTERTAINMENT, Inc. By which name it may contract and be contracted with, sue and be sued, adopt its corporate seal and conduct its business.

ARTICLE II

The principal office of the corporation is 245 North Ocean Boulevard, Deerfield Beach, Broward County, Florida 32726. The registered process agent of the corporation is Joretta A. Caprio, whose address is 1430 Highland Avenue, Eustis, Florida 32726.

ARTICLE III

The existence of the corporation shall commence with the issuance of the Certificate of Incorporation therefore, and the duration of the corporation shall be perpetual unless sooner dissolved by the action of the corporation.

ARTICLE IV

The nature of business proposed to be carried on, promoted, conducted and transacted by this corporation shall be as follows:

To operate and conduct a business of producing, distributing and marketing television programming and all other forms of promotional media.

In addition to, and not in limitation of, the above-stated primary purpose of this corporation, this corporation shall have the power and right to engage in any or all of the following:

(a) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of, letters patent of the United States, or any foreign country, patent rights, copyrights, trademarks and trade names relating to or useful in connection with any business of this corporation.

(b) Generally, to own, buy, sell, lease, rent, convey, exchange and deal in lands and real estate, in any interest or right in real estate, and personal property in chattels and merchandise of every kind, type and description and to erect buildings and improvements on any real estate and generally to engage in the business of acquiring, improving, developing, subdividing, and managing real estate, and the power to purchase, own, build, construct and develop and operate manufacturing plants with necessary machinery, tools and equipment incident thereto, of any type whatsoever, and the future power to manufacture, make, improve or assemble articles for sale or trade and all powers incident and necessary for their manufacture and sale. The corporation is given the power to hold any real estate it may acquire for an indefinite period of time or for such period as the corporation may deem advisable.

(c) To acquire and pay in cash, stock, or bonds of this corporation of otherwise, the goodwill, rights, assets and property of any other person, firm, association, or corporation and or to

undertake or assume the whole or any part of the obligations or liabilities of any such person, firm, association, corporation, municipality, county, state, body politic or government of colony of dependency thereof.

(d) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(e) To loan to any person, firm, or corporation any of its surplus funds, either with or without security.

(f) To purchase, hold sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause impairment of its capital, except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(g) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to number of offices.

(h) To operate any or all of the above business at one or more

locations and the corporation to have the power to do business at any location under an assumed name.

(1) To have and to exercise all powers and authority granted corporations under the laws of the State of Florida and, in general, to carry on any other lawful business whatsoever in connection with the foregoing purposes of the corporation which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties, and to do each and every thing, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated or which shall at any time appear conducive to, or expedient for, the protection or benefit of this corporation and to do any other act which may be incidental to the proper carrying on of its business as aforesaid and to have any powers which would be possessed by an individual or trust in the conduct of the business for which this corporation is organized.

ARTICLE V

The corporation shall have the authority to issue 3,000,000 shares of \$.0001 par value common stock, and all of said shares are to have equal and identical voting power and shall represent the entire voting power of this corporation.

ARTICLE VI

In the event all of the authorized stock of the corporation shall not be immediately issued, then any new or additional issue of such stock must be authorized by a majority of the corporation's then present stockholders, and upon such a new or additional issue

authorized stock a holder of the corporation stock at the time of the new issue is entitled to subscribe to new issue in reference to non-holders and in equal terms with other holders of the presently outstanding stock which has already been issued, in such proportion that the number of shares already held by the stockholder bears to the total outstanding number of shares held by the other stockholders.

ARTICLE VII

The name and address of the shareholders of this corporation and the number of shares issued is as follows: Daniel L. Dailey, 529 Southeast 13th Avenue, Deerfield Beach, Florida 33441, 1,500,000 shares 50% of authorized shares and William L. Dailey, 1361 South Federal Highway #316, Boca Raton, Florida 33432, 1,500,000 shares 50% of authorized shares.

ARTICLE VIII

The affairs of this corporation are to be conducted and managed by a Board of Directors of one or more members as shall be determined by the By-laws of this corporation. The directors may or may not be shareholders or officers of this corporation. The corporation shall have as its officers a President, a Secretary, and a Treasurer, and may have such other officers or agents as may be necessary to properly conduct the business of the corporation. Any number of offices may be held by one person, except that the offices of President and Secretary may not be held by the same person so long as there is more than one shareholder of this corporation. The powers and duties of the directors and officers

are such as may be proscribed by the By-laws by proper corporation action and such as customarily inhere to such positions.

The authority to make, amend, and repeal By-laws is hereby vested in the Board of Directors, subject, however, to the power of the shareholders to change or repeal such By-laws.

The initial Board of Directors of this corporation shall consist of three (3) directors being William L. Dailey, 1361 South Federal Highway #316, Boca Raton, Florida 33432, Chairman of the Board and Secretary and Treasurer and Daniel L. Dailey, President, 529 Southeast 13th Avenue, Deerfield Beach, Florida and Dennis M. Dailey, 518 Northeast 48th Street, Boca Raton, Florida 33431, who shall serve as directors until the first annual meeting of the shareholders or until successors be elected and qualified.

The initial officers of this corporation are: Daniel L. Dailey, President, and William L. Dailey, Secretary and Treasurer. They shall serve as such officers until the first annual meeting of the Directors, or until successors be elected and qualified.

ARTICLE IX

The private property of the shareholders of this corporation shall not be subject to any extent to the payment of debts or liabilities of this corporation and no shareholder, officer, or director shall be personally liable for any debt or liability of this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have affixed their signatures at Doorfield Beach, Broward County, Florida, this 24TH day of March, 1995.

D. Dailey President

William L. Dailey Secretary-Treasurer

STATE OF FLORIDA

COUNTY OF BROWARD, SCT.

I, Sandra Lengnick, Notary Public in and for the State of Florida at Large, do hereby certify that on the 24 day of March, 1995, in Broward County, Florida, personally appeared before me, Daniel L. Dailey and William L. Dailey who, being by me first duly sworn, declared that they are the incorporators of Palm Beach Entertainment, Inc., that they signed the foregoing instrument as officers of said corporation and that the statements contained therein are true.

Witness my hand and seal of office this 24 day of March, 1995.

Sandra Lengnick
NOTARY PUBLIC, STATE OF FLORIDA,

MY COMMISSION EXPIRES: _____



SANDRA LENGNICK
COMMISSION # CC 354510
EXPIRES MAR 10 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

THIS INSTRUMENT PREPARED IN THE OFFICES OF
PALM BEACH ENTERTAINMENT

Joretta A. Caprio is familiar with the duties and accepts the responsibility as registered agent for Palm Beach Entertainment, Inc.. The registered agent and registered office are at the same street address as shown at 1430 Highland Avenue (Lake County) Eustis, Florida 32726. The stock owners have other addresses.

The corporation's principal office, is located at 245 North Ocean Boulevard, Deerfield Beach, Florida.

**CERTIFICATE OF DESIGNATION OF
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 statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: PALM BEACH ENTERTAINMENT, INC.

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

JORETTA A. CAPRIO
(Name)

1430 HIGHLAND AVENUE
(P.O. Box NOT acceptable)

EUSTIS, FLORIDA 32726
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in 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.

SIGNATURE

Joretta A. Caprio

DATE

4/6/95

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314