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FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SHAZAM AMUSEMENTS, INC.
FAX AUDIT NUMBER: H95000005283
DATE REQUESTED: 05/10/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:23:04
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255
ACCOUNT NUMBER: 072450003255

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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam
Secretary of State

May 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SHAZAM AMUSEMENTS, INC.
REF: W95000010043

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Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
 OF
 SHAZAM AMUSEMENTS, INC.**

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 SHAZAM AMUSEMENTS, INC., and the initial address of this corporation shall be 711 S.W. 8th Way, Ft. Lauderdale, FL 33315.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,000	\$1.00	Common

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.

This instrument prepared by:
 Alex J. Cardenas, P.A.
 Alex J. Cardenas, Esquire
 Senetuary Center
 Suite 307-B
 4800 N. Federal Highway
 Boca Raton, FL 33431
 Florida Bar Number: 708305
 (407) 750.4600

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ARTICLE V

The initial registered office of this corporation shall be at 711 S.W. 8th Way, Ft. Lauderdale, FL 33315, 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 Mark Dym.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President

Mark Dym
711 S.W. 8th Way
Ft. Lauderdale, FL 33315

Secretary/Treasurer

Kristy Latorraca
711 S.W. 8th Way
Ft. Lauderdale, FL 33315

ARTICLE VIII

The names and addresses of the incorporators are Mark Dym, 711 S.W. 8th Way, Ft. Lauderdale, FL 33315 and Kristy Latorraca, 711 S.W. 8th Way, Ft. Lauderdale, FL 33315.

ARTICLE IX

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 of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director 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 X

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

ARTICLE XI

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

IN WITNESS WHEREOF, we, the undersigned's, being the incorporators hereinbefore 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 hereunto set our hands and seal this 10 day of May, 1935.


Mark Dym, Incorporator


Kristy Letorraca

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

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

First, that SHASAM AMUSEMENTS, INC., desiring to organize under the laws of the State of Florida, has named Mark Dym, 711 S.W. 8th Way, Ft. Lauderdale, FL 33315, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the name 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.


Mark Dym, Registered Agent

DATED: this 10 day of May, 1995.

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TALLAHASSEE, FLORIDA

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