

P95000037985

5/12/95  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EDWARDS & ANGELL  
250 ROYAL PALM WAY  
PO BOX 3403  
PALM BEACH FL 33480-  
CONTACT: REBECCA F BLACK  
PHONE: (407) 833-7700  
FAX: (407) 855-8719

(((H95000005381)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: YOUNG RISING STARS, INCORPORATED  
FAX AUDIT NUMBER: H95000005381  
DATE REQUESTED: 05/12/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
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MAY 12 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/12

ARTICLES OF INCORPORATION  
OF  
YOUNG RISING STARS, INCORPORATED

FILED  
95 MAY 12 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Young Rising Stars, Incorporated.

ARTICLE II. NATURE OF BUSINESS

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. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock, \$.01 par value per share.

ARTICLE IV. ADDRESS

The mailing address of the corporation is 11911 U.S. Highway One, North Palm Beach, Florida 33408.

The street address of the initial registered office of the corporation is c/o Edwards & Angell, 250 Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the name of the initial registered agent of the corporation at that address is Adam J. Morgan.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Adam J. Morgan  
Florida Bar No. 994685  
Edwards & Angell  
250 Royal Palm Way  
Palm Beach FL 33480  
(407) 833-7700

#### ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The names and street addresses of the initial members of the Board of Directors are:

Kenneth F. Martel	11911 U.S. Highway One North Palm Beach, Florida 33408
Nancy M. Martel	11911 U.S. Highway One North Palm Beach, Florida 33408
Mara Handler	11911 U.S. Highway One North Palm Beach, Florida 33408

#### ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Kenneth F. Martel

11911 U.S. Highway One  
North Palm Beach, Florida 33408

#### ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12 day of May, 1995.

  
Kenneth F. Martel, Incorporator

Fax Audit #H95000005381

- 3 -

RFB3431

**SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM**

**PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

Young Rising Stars, Incorporated, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the Town of Palm Beach, County of Palm Beach, State of Florida, has named Adam J. Morgan, located at 250 Royal Palm Way, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 12<sup>th</sup> day of May, 1995.

  
Adam J. Morgan, Registered Agent

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95 MAY 12 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit #895000005381

SENT BY: XEROX Telecopier 7017: 8-20-85 14:30

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9/20/85

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

280 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480-

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 855-8719

((H95000010537)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: YOUNG RISING STARS, INCORPORATED

FAX AUDIT NUMBER: H95000010537

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/20/1995

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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95 SEP 20 PM 4:10  
DIVISION OF CORPORATIONS

FAX AUDIT #H95000010537

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
YOUNG RISING STARS, INCORPORATED

FILED  
95 SEP 20 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**First:** The name of the corporation is Young Rising Stars, Incorporated.

**Second:** The amendment to the Articles of Incorporation is as follows: ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**"ARTICLE I. NAME**

The name of the corporation shall be The Chinese Food Company."

**Third:** The foregoing amendment of the Articles of Incorporation was adopted and approved by the Board of Directors of the Corporation by written consent as of the 20 day of September, 1995, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 21 day of September, 1995, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

YOUNG RISING STARS, INCORPORATED

By: 

Kenneth F. Martel, Director

FAX AUDIT #H95000010537

Adam J. Morgan  
Florida Bar No. 0998685  
Edwards & Angell  
250 Royal Palm Way  
Palm Beach FL 33480  
(407) 833-7700

SENT BY: VEROX Telecodier 7017112-12-85 1 11:22

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EDWARDS & ANGELL

DEPARTMENT OF STATE

250 ROYAL PALM WAY

STATE OF FLORIDA

PO BOX 3403

409 EAST GAINES STREET

PALM BEACH FL 33480- 0

TALLAHASSEE, FL 32399

CONTACT: REBECCA F BLACK

FAX: (904) 922-4000

PHONE: (407) 833-7700

FAX: (407) 855-8710

((H95000013875))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: THE CHINESE FOOD COMPANY

FAX AUDIT NUMBER: H95000013875

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TIME REQUESTED: 14:23:10

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*Kendall*

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TALLAHASSEE, FLORIDA

95 DEC 12 AM 11:19

FILED



FAX AUDIT NO. H95000013875

FILED

95 DEC 12 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE CHINESE FOOD COMPANY

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**First:** The name of the corporation is The Chinese Food Company.

**Second:** The amendment to the Articles of Incorporation is as follows: ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**"ARTICLE I. NAME**

The name of the corporation shall be KM Media Productions, Inc."

**Third:** The foregoing amendment of the Articles of Incorporation was adopted and approved by the Board of Directors of the Corporation by written consent as of the 2<sup>nd</sup> day of September, 1995, without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 2<sup>nd</sup> day of December, 1995, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation are true and correct.

THE CHINESE FOOD COMPANY

By   
Kenneth F. Martel, Director

FAX AUDIT NO. H95000013875

ADAM J. MORGAN, ESQ.  
FLORIDA BAR NO. 994685  
EDWARDS & ANGELL  
250 ROYAL PALM WAY, STE. 300  
PALM BEACH FL 33480  
(407) 833-7700