

895000042756

TRANSMITTAL LETTER

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

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-05/26/95--01007--006
*****70.00 : *****70.00

SUBJECT: ABA ENTERTAINMENT CONSULTANTS (MIAMI), INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Colleen Ruff

Name (printed or typed)

2980 McFARLANE Road, Suite 209

Address

Miami, Florida 33133

City, State & Zip

(305) 444-6339

Daytime Telephone number

R. CHESSER JUN 1 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: *ABA ENTERTAINMENT CONSULTANTS (MIAMI), Inc.*

ARTICLE II PRINCIPAL OFFICE

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

*2780 McFARLANE Road, Suite 209
Miami, Florida 33133*

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1995 MAY 26 PM 6 52
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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: *Colleen RUFF
2980 McFARLANE Road
Suite 209
Miami, Florida
33133*

ARTICLES OF INCORPORATION
OF
ABA Entertainment Consultants (MIAMI), Inc.

The undersigned Incorporator hereby forms a corporation under the State of Florida:

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have two Directors, initially, as follows: (The number of directors may be increased or decreased from time to time as provide in the By-Laws, but shall never be less than one (1).

Colleen Kelly Jane Ruff
2980 McFarlane Road, Suite 209
Miami, Florida 33133

John Paul Easton
160 Tamiami Trail South
Naples, Florida 33940


ARTICLE VIII AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 16th day of April 1995.



Colleen Kelly Jane Ruff
Incorporator

See instructions for officers/directors

Colleen Kelly Jane Ruff
2980 McFarlane Road
Suite 209
Miami, Florida
33133

16th day of April, 19 95

X Colleen Key Anne Loeff
Signature

X 
Signature

Signature _____

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: ABA ENTERTAINMENT CONSULTANTS
(MIAMI), INC.

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

Colleen Ruff
(NAME)

2980 McFarlane Rd, Suite 209
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33133
(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.

Colleen Key Jane Ruff
(SIGNATURE)

April 16, 1995
(DATE)

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Cover Note for The Talent & Entertainment Company of Florida, Inc.

Attached you will find a check in the amount of \$43.75

1. The \$35 filing fee for the amendment to the articles of incorporation.
2. A certificate of status (\$8.75).

Please mail to: The Talent & Entertainment Company of Florida, Inc.
2980 McFarlane Road, Suite 209
Miami, Florida 33133

If you have any question please call Colleen Ruff at (305) 444-6339.

Thank you for your time and attention to these matters.

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DIVISION OF CORPORATIONS
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Amend NC

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FILED
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DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ABA ENTERTAINMENT CONSULTANTS (MIAMI), INC.
DOCUMENT NUMBER P95000042756

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: (indicate article numbers being amended, added or deleted)

1. The name of the corporation has now been changed to:
The Talent & Entertainment Company of Florida, Inc.
2. John Paul Easton has resigned from the board of directors.
3. Blanche Ann Ruff has been added to the board of directors.
Blanche Ann Ruff Address: 7020 Oakmonth Parkway, Naples, FL 33963

SECOND: exchange, reclassification or cancellation of issued shares, provisions for implement the amendment if not contained in the amendment itself, are as follows:

(no changes here)

THIRD: The date of each amendment's adoption: July 15, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 15 of July, 19 95

Signature Colleen K. Ruff
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Colleen Kelly Jane Ruff
Typed or printed name

Chairman / President / Incorporator
Title