



P95000048620

June 16, 1995

FILED
95 JUN 19 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler Jr.
Secretary
Verburd C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne Esq.
T. Wilford Fox
Ronald E. Frazier
Howard V. Gary
Howard Hadley Jr. M.D.
John A. Hall
George F. Husburn Jr.
George F. Knox Esq.
Ken Mason
Congresswoman Carrie P. Meek
Garth C. Reeves
Neff Robinson
Dorothea Stewart
Kadron Johnson Street
Elaine H. Black
Executive Director

RE: Articles of Incorporation: EXCLUSIVE ENTERTAINMENT, INC.

600001516686
-06/19/95--01053--005
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, money order #810093754 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY B. LEWIS, ESQ.
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,

Stanley B. Lewis, Esq.
Attorney At Law

SL/cd
Encls.

TOOLS FOR CHANGE

draftArticlesUltraEXCLUSIVE.ENT

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EXCLUSIVE ENTERTAINMENT, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is EXCLUSIVE ENTERTAINMENT, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 18775 S.W. 316 Terrace, Homestead, Florida 33030.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 18775 S.W. 316th Terrace, Homestead, Florida and the registered agent at that office is ALVIN SMITH.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

ALVIN SMITH
18775 S.W. 316th Terrace
Homestead, Florida 33030

WILLIAM HOWZE
10830 S.W. 170th Terrace
Perrine, Florida 33157


ARTICLE IX: INCORPORATORS


The incorporators of the Corporation are as follows:

ALVIN SMITH
18775 S.W. 316th Terrace
Homestead, Florida 33030

WILLIAM HOWZE
10830 S.W. 170th Street
Perrine, Florida 33157

IN WITNESS WHEREOF, We, ALVIN SMITH and WILLIAM HOWZE, the undersigned incorporators, have signed these Articles of Incorporation on this 16th day of June, 1995 and acknowledged the same to be our act.


ALVIN SMITH


WILLIAM HOWZE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 16th day of June, 1995 by ALVIN SMITH and WILLIAM HOWZE, both of whom personally appeared before me at the time of notarization, and both of whom are personally known to me or both of whom have produced a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That EXCLUSIVE ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named ALVIN SMITH at 18775 S.W. 316th Terrace, in the City of Homestead, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT

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.

BY: [Signature]
ALVIN SMITH

DATE: JUNE 16, 1985

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55 JUN 19 AM 10:20
CLERK OF DISTRICT COURT
STATE OF FLORIDA