P950004940,7

Transmittal Letter

Department of State Division of Corporations 409 E. Gaines St. Tallahasse, Fl., 32399 (904)487-6052 700001520947 -06/22/95--01079--016 ****122.50

Subject:

Magic City Communications and Entertainment Inc.

(Proposed corporate name)

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

\$70.00

\$78.75

k\$122.50

__\$131.25

From:

Foundations Consulting Services, Inc.

18800 NW 2nd Ave, Suite 201 North Miami, Florida 33169

(305)999-9020

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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 | NAME

The name of the corporation shall be:

Magic City Communications and Entertainment Inc.



ARTICLE II PRINCIPAL OFFICE

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

18800 NW 2nd Ave, Suite 201 N. Miami, Florida, 33169

ARTICLES III SHARES

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

100 shares of common stock Par value \$1.00 each

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Antonio Green 18800 NW 2nd Ave, Suite 201 N. Miami, Florida, 33169

ARTICLE V INCORPORATOR(S)

of Incorporation is (are):

The name(s) and the street address(s) of the incorporator(s) to these Articles President: Antonio Green 18800 NW 2nd Ave, Suite 201 N. Miami, Florida 33169 Vice President: Antonio Green Treasurer: Antonio Green Secretary: Antonio Green The undersigned incorporators(s) has(have) executed these Articles of Incorporation this 19th day of June, 1995.

(signature)

(signature)

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Magic City Communications and Entertainment Inc.

2. The name and address of the registered agent and office ist

Antonio Green

Magic City Communications and Entertainment Inc.

18800 NW 2nd Ave, Suite 201

N. Miami, Florida, 33169

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 appointments 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 performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.

A: (1)

(signature)

(signature)

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

DEBIT MEMORANDUM

TO: DEPARTMENT OF STATE 15 DOO O DATE 194 DOUT

STATE OF FLORIDA OFFICE OF STATE TREASURER TALLAHASSEE FLORIDA

**************************************	AMOUNT	REASON RETURNED	KEY	#	*		*
* GENERAL REVENUE	0.00	INSUFFICIENT FUNDS		1	*		*
* TRUST	1.855.00	ACCOUNT CLOSED		2	*	2	*
* OTHER		INCOLLECTED FUNDS		3	*		*
* TOTAL	1 855 00	OTHER		4	*	*****	*

CROSS REF	DISTRIBUTION SAMAS CODE	REASON.	AMOUNT
12 12 12 12 12 12	45-20-2-130001-45300000-00-000100-00 45-20-2-130001-45300000-00-000100-00 45-20-2-130001-45300000-00-000100-00 45-20-2-130001-45300000-00-000100-00 45-20-2-130001-45300000-00-000100-00	2 1 4 1	122.50 140.00 225.00 583.75 783.75

GRAND TOTAL:

1,855.00

795 00049407

395 A00034738

Process Date: 06/28/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Dill Nelson

1077 (1) 1961 1861 11 11 11 11 11 11 11 11 11 11 11 11 1	\$ 122.55 DOLLARS	CLOSED	*00000 \$ 2 50%
FOUNDATIONS, INC. 2114 N.E. 168TH ST. NORTH MIAMI BEACH, FL. 33162 PH. 305-344-8364 OR 1-800-493-6863	ORDER OF DENINGRIPHEL STATE CHELL CHANGE CHANGE STATE	File of Forder Provides Forder Provides From	"1001079" ::067006432::2090001139784"

te Treasurer

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FLORIDA DEPARTMENT OF STATE

July 20, 1995

Sandra B. Mortham Secretary of State

Foundations, Inc. 2114 NE 168th Street North Miami Beach, FL 33162

SUBJECT: MAGIC CITY COMMUNCATIONS AND ENTERTAINMENT INC. Ref. Number: P95000049407

Debit Memo #: 6004-A

This is to inform you that your check #1077 dated March 20, 1995 in the amount of \$122.50 and submitted for MAGIC CITY COMMUNCATIONS AND ENTERTAINMENT INC. has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned reck mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Letter number: 395A00034738

Division of Corporations Attn: Melinda Lilliston P.O. Box 6327 Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely, Melinda Lilliston Administrative Assistant I Division of Corporations

cc:Magic City Communications and Entertainment, Inc. 18800 NW 2nd Avenue, Suite 201
N. Miami, Florida 33169



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 22, 1995

Foundations, Inc. 2114 NE 168th Street North Miami Beach, FL 33162

SUBJECT: MAGIC CITY COMMUNCATIONS AND ENTERTAINMENT INC.

Ref. Number: P95000049407

Debit Memo #: 6004-A

Due to your failure to respond to our previous letter advising you of the returned check #1077, the Articles of Incorporation for MAGIC CITY COMMUNCATIONS AND ENTERTAINMENT INC. have been cancelled and are considered not filed as of August 21, 1995.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Letter number: 595A00039244

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

cc:Magic City Communications and Entertainment Inc. 18800 NW 2nd AVenue, Suite 201 N. Miami, Florida 33169