

P95001057926

Beverly Black  
(Requester's Name)  
534 N. 1st St.  
(Address)  
Miami, FL  
(City, State, Zip) (Phone #) 33168

OFFICE USE ONLY

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-07/25/95--01092--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/27/95  
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Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
STAGESTALKER ENTERTAINMENT , INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation is:  
STAGESTALKER ENTERTAINMENT, INC

ARTICLE II  
COMMENCEMENT AND DURATION

This corporation shall commence business on filing of these Articles. Its existence shall be perpetual.

ARTICLE III  
PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Corporation Act. The principal business activity shall be the operation of an entertainment production company.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One hundred shares. Such shares shall be of a single class of common stock and shall have no par value.

ARTICLE V  
PREEMPTIVE RIGHTS

Each Stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by any Amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or,

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE VI MANAGEMENT

This corporation shall have a Board of Directors, and all of the corporate powers shall be exercised by, and the business affairs of the corporation shall be managed under the direction of the officers of the corporation.

#### ARTICLE VII SPECIAL STOCKHOLDERS MEETINGS- CALL

Special meeting of the Stockholders may be called at any time for any purpose by an officer of the corporation or the holders of twenty (20%) percent of all outstanding shares.

#### ARTICLE VIII STOCKHOLDERS RIGHTS & RESERVATION OF POWER TO ADOPT, AMEND, AND REPEAL BY-LAWS

The power to make, alter or amend and repeal the By-Laws of the corporation shall be reserved to the Stockholders of the corporation.

#### ARTICLE IX STOCK TRANSFERS- CORPORATIONS RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares

for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder, shall be sent via Registered or Certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the Executor, Administrator, or the Personal Representative of each Stockholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principal office of the corporation."

#### ARTICLE X

##### REGISTERED AGENT\ REGISTERED OFFICE

The street address of the initial principal office of the corporation is  
821 3rd Street  
West Palm Beach, Florida 33401

The mailing address of the Registered Agent/Registered Office is  
821 3rd Street  
West Palm Beach, Florida 33401.

The Registered Agent at such address is Herbert Newsome, Jr.

#### ARTICLE XI

##### INCORPORATORS

The name and address of the incorporators are:

Roger Moss	Dante A. Miro
20341 N.E. 15th Avenue	4928 SW 90th Avenue
North Miami Beach, Florida 33179	Cooper City, Florida 33328

Herbert Newsome, Jr.  
821 3rd Street  
West Palm Beach, Florida 33401

Executed by the undersigned at Miami, Dade County, Florida this \_\_\_\_\_ day of \_\_\_\_\_, 1994<sup>5</sup> *in* *the* *presence* *of* *the* *notary* *public* *for* *the* *State* *of* *Florida*

*Roger Moss*  
\_\_\_\_\_  
Roger Moss

*Dante Miro*  
\_\_\_\_\_  
Dante Miro

*Herbert Newsome, Jr.*  
\_\_\_\_\_  
Herbert Newsome, Jr.

STATE OF FLORIDA  
COUNTY OF DADE

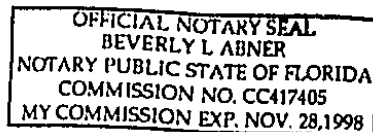
Before me, the undersigned authority, on this 14<sup>th</sup> day of July, 199~~4~~<sup>5</sup>, personally appeared Roger Moss, Dante Miro, and Herbert Newsome, Jr., to me known to be the persons described in and who signed the foregoing Articles of Incorporation and they acknowledged to me that they executed the same freely and voluntarily for the uses and purposes expressed therein.

Witness my hand and official seal the day and year first above first written.

My commission expires: \_\_\_\_\_ (seal)

*Beverly L. Abner*  
\_\_\_\_\_  
Beverly L. Abner

Notary Public, State of Florida



STATEMENT OF REGISTERED AGENT

I, Herbert Newsome, Jr., accept the office of Registered Agent. I am located at  
821 3rd Street, West Palm Beach, Florida and my mailing address is 821 3rd Street,  
West Palm Beach, Florida 33401

(Signature)

Sworn to and subscribed before me  
this 14<sup>th</sup> day of JULY, 1995

Beverly L. Abner

My commission expires:

Beverly L. Abner

(seal)

Notary Public

State of Florida

