

P950000 67496

Charter Number Only

8/18/95

Requester's Name
Richard DANOSH
Address
2800 Biscayne Blvd #900
Miami FL 33137
City State ZIP Phone
573-7444D

VALIDATION ONLY

FILED
RMS AUG 31 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

FACES Entertainment, INC

EXPIRE Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certificate Under Seal | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> After 4:30 | <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

Name
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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1585-16767

EXP. DATE: AUG 31 1995

8.20-29-1995 11:34 FROM EMPIRE

TO

5737688

P.02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1995

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: FACES ENTERTAINMENT, INC.
Ref. Number: W95000016792

SECRETARY OF STATE
TALLAHASSEE, FL 32301

1995 AUG 31 PM 1:46

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We have received your document for FACES ENTERTAINMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Frieda Chesser
Corporate Specialist

Letter Number: 495A00039044

FACES ENTERTAINMENT COMPLEX, INC.

ARTICLES OF INCORPORATION

**ARTICLE I
ORGANIZATION**

NAME:

This Corporation, formed under the Florida for profit S-corporation law, shall be known as **FACES ENTERTAINMENT COMPLEX, INC.** hereinafter referred to as "the Company".

OFFICES:

The principal offices of the corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be **2800 BISCAYNE BOULEVARD, SUITE 900, MIAMI, FLORIDA 33137.**

ARTICLE II

PURPOSE

This Corporation is organized and shall operate principally for music promotion, creation, production and marketing. The corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the corporation as contemplated by these Articles.

ARTICLE III

BOARD OF DIRECTORS

The Board of Directors is responsible for the direction and control of all matters pertaining to the Company. The Board of Directors shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall work in conjunction with the other

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directors to establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

MEMBERS OF THE BOARD OF DIRECTORS:

The affairs of the Company shall be managed by the Board of Directors. The affairs of the Company shall be initially managed by RICHARD O. DANSON, Incorporator and sole Director.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

Every meeting of persons who are Directors of the corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

MINUTES:

Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

TIME AND PLACE OF MEETINGS:

All meetings shall be held at such time and place within or out the State of Florida as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the corporation with appropriate notice as required by the by-laws.

REQUIREMENTS FOR VOTING:

Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be defined in the by-laws of the Corporation.

ARTICLE V

OFFICERS

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

RICHARD O. DANSON, President/Treasurer/Secretary

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer.

ADVISOR:

The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

FISCAL YEAR:

The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at

a duly-noticed annual or special meeting of the members at which a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Biscayne Boulevard, #900, Miami, Florida 33137, and the name of the initial registered agent of this corporation at that address is Richard O. Dansoh.

ARTICLE VIII

CAPITAL STOCK

This Corporation shall be authorized to issue a maximum of 500 shares capital stock, which shall have \$1.00 par value. The initial distribution of shares will be 500 shares per director/shareholder.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the by-laws. The name

and address of the initial Board of Directors of the corporation is: RICHARD O. DANSON, 2800 BISCAYNE BOULEVARD, SUITE 900, MIAMI, FLORIDA 33137.

**ARTICLE X
INCORPORATOR**

The name and address of the Incorporator signing these Articles is: RICHARD O. DANSON, 2800 BISCAYNE BOULEVARD, SUITE 900, MIAMI, FLORIDA 33137.

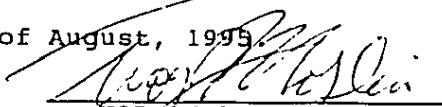
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of August, 1995.


RICHARD O. DANSON
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD O. DANSON, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 29th day of August, 1995.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



TROYN MOSLEM
My Commission CC362710
Expires Apr. 07, 1996

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST that **FACES ENTERTAINMENT COMPLEX, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 780 N.E. 69th Street, Miami, Florida 33138 has named **Richard O. Dansoh**, of 2800 Biscayne Boulevard, #900, Miami, Florida 33137, as its agent to accept service of process within Florida.

Dated: August 29th, 1995.


RICHARD O. DANSOH
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Richard O. Dansoh
Registered Agent

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