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FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO, DIVISION OF CORPORATIONS

FROM: KLEIN AND ASSOCIATES, P.O.

DIVISION OF CONFORM
DEPARTMENT OF STATE

001 NORTHEAST 125TH ST.

STATE OF FLORIDA

400 EAST GAINES STREET

NORTH MIAMI FL 33141-8000 0

TALLAHASSEE, FL 32380

CONTACT, RON KLEIN

FOX, (804) 822-4000

PHONE: (305) 891-6100

FOX (3613) 801-6104

(((H0000000000)))

DOCUMENT TYPE: FLORIAN PROETT CORPORATION OR P.A.

NAME, DELBUY PRODUCTIONS, INC.

FAX AUDIT NUMBER, H913600000300

NO.	CURRENT STATUS	REQUESTED
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CERTIFICATE OF STATUS. A

NUMBER OF PAGES, 5

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ESTIMATED CHARGE, \$122.50

ACCOUNT NUMBER: 0727PNNM075

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 TO, DIVISION OF CORPORATIONS FROM, KLEIN AND ASSOCIATES, P.A.
 DEPARTMENT OF STATE 001 NORTHEAST 125TH ST.
 STATE OF FLORIDA
 400 EAST GATINEA STREET NORTH MIAMI FL 33161-0000 0
 TALLAHASSEE, FL 32399 CONTACT, RON KLEIN
 FAX, (904) 922-4000 PHONE, (305) 891-6100
 FAX, (305) 891-6104
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 NAME, DELBOY PRODUCTIONS, INC.
 FAX AUDIT NUMBER, H00000000300 CURRENT STATUS, REQUESTED
 DATE REQUESTED, 01/05/1996 TIME REQUESTED, 16:18:30
 CERTIFIED COPIES, 1 CERTIFICATE OF STATUS, 0
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 ESTIMATED CHARGE, \$122.50 ACCOUNT NUMBER, 072720000075
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Attn: Jerri > Ron Klein

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Prepared By:
Joel W. Schwartz, Esq.
3800 South Bridge Road
Gainesville, Florida 32608
352-482-0100

Florida Bar Number 01606

ARTICLES OF INCORPORATION

- of -

DELBOY PRODUCTIONS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: DELBOY PRODUCTIONS, INC.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general aims of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) Wholesale and retail marketing of recorded music.
- (b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in

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each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(a) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 5720 57th Way, West Palm Beach, Florida 33409; and the name of the corporation's initial Registered Agent at such address is SIMON CARNE.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTIONS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

SIMON CARNE
5720 57th Way
West Palm Beach, Florida 33409

ALFONSO DeGANTANO
900 Del Lago Court, #202
Palm Beach Gardens, FL 33410

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ARTICLE VII INCORPORATOR

The name and address of the incorporators of this corporation are:

SIMON CARRS
5720 57th Way
West Palm Beach, Florida 33409

ALFONSO DeGAETANO
900 Del Lago Court, #202
Palm Beach Gardens, FL 33410

ARTICLE VIII ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by each member of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter permitted by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

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ARTICLE IX

DIRECTOR ACTION

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at West Palm Beach, Palm Beach County, Florida, on this 3 day of January, 1996.

Simon Carne (SEAL)
SIMON CARNE

STATE OF FLORIDA

COUNTY OF PALM BEACH

) ss: LAKE PARK, FL.
)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, SIMON CARNE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this 3 day of January, 1996.



MYRLYN J. BELADNO
My Commission 00000047
Expires May 25, 1997
Succeeded by JMB
800-628-8875

Marilyn J. Beladno
Notary Public, State of Florida

My Commission Expires

Serial Number

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at West Palm Beach, Palm Beach County, Florida, on this 3 day of January, 1996.

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SELECT TITLE SERVICE

PAGE 06

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*KLAUSNER & COHEN

FOR

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Alfonso DeGaetano
ALFONSO DEGAETANO (SEAL)

STATE OF FLORIDA

COUNTY OF PALM BEACH

} *LAKE PARK FL.*

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the laws of the State of Florida, ALFONSO DEGAETANO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at West Palm Beach, Palm Beach County, Florida, this 9 day of January, 1996.

Manlynn J. Delarino
Notary Public, State of Florida

My Commission Expires:

Serial Number



MANLYNN J. DELARINO
My Commission G0000047
Expires May 20, 1997
Succeeded by A018
800-455-0570

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the DELBOY PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named SIMON CAJUNE, located at 5720 57th Way, West Palm Beach, County of Palm Beach, Florida, 33409, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Simon Cajune
SIMON CAJUNE
Registered Agent



NOTARY PUBLIC
My Commission Expires
March 31, 1997
Notary Public, State
of Florida

Marion J. Blum

95 JAN 11 PM 4:05
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

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8553 Doverbrook Dr.
PBG, FL 33410

City/State/Zip

Phone //

Office Use Only

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

1. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

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☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☒	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

See 7/9

ARTICLES OF DISSOLUTION

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TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Delboy Productions, Inc.

SECOND: The date dissolution was authorized: 6/15/97

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 20 day of June, 19 97.

Signature

Alfonso De Gaetano

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Alfonso De Gaetano
(Typed or printed name)

Vice President
(Title)