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Law Offices Of  
Kenneth J. Schwartz, P.A.  
4699 S.W. 72nd Avenue  
Miami, Florida 33155  
City/State/Zip Phone #

Office Use Only

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

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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

1/29

CERTIFICATE OF INCORPORATION

OF

SYZYGY ENTERTAINMENT GROUP, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation.

ARTICLE I

The name of this corporation shall be:

**SYZYGY ENTERTAINMENT GROUP, INC.**

ARTICLE II

To carry on any and all of the things permitted by law governing corporation a full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitable or proper thing for the accomplishment of any of the above purposes.

ARTICLE III

The total number of shares of capital stock which may be

issued by this corporation shall be ONE HUNDRED (100) SHARES AT ONE (\$1.00) DOLLAR PAR VALUE.

#### ARTICLE IV

The amount of capital with which business shall begin is FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

The existence of the corporation shall be perpetual.

#### ARTICLE VI

The principal place of business of the corporation shall be 4336 Forest Hill Blvd., Suite 128, West Palm Beach, Florida 33406.

#### ARTICLE VII

The number of Directors can be one (1) and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at any annual meeting shall be one (1) Director.

#### ARTICLE VIII

The names and addresses of the Directors and officers who shall serve until their successors are elected are:

Warren Neal, 4336 Forest Hill, Suite 128, West Palm Beach, Florida, 33406.

ARTICLE VIII (a)

The street address of the initial registered agent office of this corporation is 4699 S.W. 72nd Avenue, Miami, Florida 33155 and the name of the initial registered agent of this corporation at that address is KENNETH SCHWARTZ.

ARTICLE IX

The names and the addresses of subscribers, with the number of shares which each agrees to take, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
Warren Neal	4336 Forest Hill West Palm Beach, FL 33406	100

ARTICLE X

The Directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which

any Director shall be in any way interested, be voided, nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding that office or by the fiduciary relationship thereby established; but the nature of the Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case, at the first meeting of Directors after the acquisition of his interest.

Stockholders shall have the power to elect at any annual or special meeting if a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, or book, or document of this corporation, except as conferred by laws or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside the State of Florida, and at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the Laws of the State of Florida.

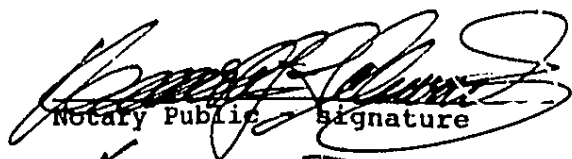
This corporation reserves the right to amend, alter, change, or repeal, any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_\_\_ made and subscribed this Certificate of Incorporation for the purpose of forming a corporation pursuant to an Act of Legislature of the State of Florida.



SEAL

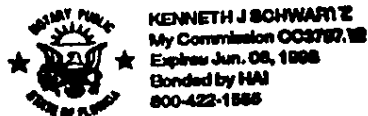
SWORN TO AND SUBSCRIBED before me this 22<sup>nd</sup> day of January, 1996 by Warren Neal, who is personally known to me or did produce identification in the form of DL#: N400-097-66-4650, and who did take an oath.

  
Notary Public - signature

KENNETH J. SCHWARTZ  
Notary Public - print



My Commission Expires:



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

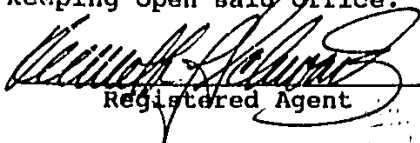
First - That SYZYGY ENTERTAINMENT GROUP, INC., organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Lake Worth, County of Palm Beach, State of Florida has named Kenneth J. Schwartz, Esquire locates at:

4699 S.W. 72nd Avenue, Miami, Florida 33155

City of Miami, County of Dade, State of Florida as its agent to accept service of process with this state.

ACKNOWLEDGEMENT:

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

  
Registered Agent

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FILED