

P960000/2545

FREEDMAN & VEREBAY, P.A.

190 N.E. 199 STREET • SUITE 204  
NORTH MIAMI BEACH, FLORIDA 33179

BRUCE H. FREEDMAN  
BOARD CERTIFIED - CIVIL TRIAL  
LAYNE VEREBAY

ARTHUR DROTZER, OF COUNSEL

SUSAN W. FREEDMAN, R.N.  
PARALEGAL

DADE: (305) 651-0075  
BROWARD: (305) 920-9119  
FAX: (305) 651-5979

February 2, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100001700071  
-02/05/96---01099---009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Jacali International, Inc.

Dear Sir:

Enclosed please find the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I do not want a certified copy.

Very truly yours,

Layne Verebay

LV/jc  
Enclosure

FILED  
96 FEB -5 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. REGISTER. FEB 9 1996

**ARTICLES OF INCORPORATION  
OF  
JACALI INTERNATIONAL, INC.**

**FILED**  
96 FEB -5 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of this corporation is:  
  
JACALI INTERNATIONAL, INC.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is

3843 N.E. 166th Street  
Miami, FL 33160.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

**ARTICLE IV - TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE**

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

LAYNE VEREBAY  
190 N.E. 199th Street, Suite 204  
North Miami, Florida 33179

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

## **ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

JAC BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

## **ARTICLE VII - OFFICERS**

The names and addresses of the initial officers of this corporation are:

President:

JAC BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

Vice President:

ALEGRE BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

Treasurer:

JAC BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

Secretary:

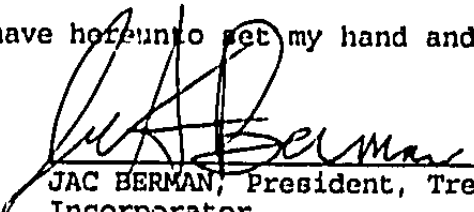
ALEGRE BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

JAC BERMAN  
3843 N.E. 166TH STREET  
MIAMI, FL 33160

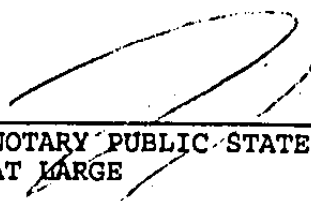
IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
1st day of February, 1996.

  
JAC BERMAN, President, Treasurer and  
Incorporator

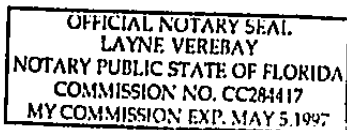
STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that before me, the undersigned authority,  
personally appeared JAC BERMAN to me known to be the person  
described in and who executed the foregoing articles of  
incorporation, and acknowledges before me that said person  
subscribed to those articles of incorporation for the uses and  
purposes therein expressed.

WITNESS my hand and official seal in the county and state last  
aforesaid this 1st day of February, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES:



**ACCEPTANCE OF APPOINTMENT AND  
AGREEMENT TO ACT AS RESIDENT AGENT FOR  
JACALL INTERNATIONAL, INC.**

I, LAYNE VEREBAY, have been nominated to act in the capacity of RESIDENT AGENT, to the above named Florida Corporation, and to accept service of process and other legal process on behalf of the said corporation, and do agree to serve in that capacity until further notice is served upon the Secretary of State.

My address for which service can be effected is:

190 N.E. 199th Street  
Suite 204  
North Miami, Florida 33179

ACCEPTED this 1st day of February, A.D., 1996.

  
\_\_\_\_\_  
LAYNE VEREBAY

**FILED**  
96 FEB -5 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000012595

LAW OFFICES

FREEDMAN & VEREBAY, P.A.

190 N.E. 199 STREET • SUITE 204

NORTH MIAMI BEACH, FLORIDA 33179

BRUCE H. FREEDMAN  
BOARD CERTIFIED - CIVIL TRIAL  
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PARALEGAL

DADE: (305) 651-0075  
BROWARD: (305) 920-9119  
FAX: (305) 651-5979

March 29, 1996

300001766383  
-04/02/96--01074--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Jacali International, Inc. to Top Notch Tickets, Inc.

Dear Sir:

Enclosed please find the articles of amendment to articles of incorporation for the above referenced corporation and my check in the sum of \$35.00. Please amend the corporate name to read "Top Notch Tickets, Inc."

Please be advised that I do not want a certified copy.

Very truly yours,

Layne Verebay

LV/jc  
Enclosure

FILED  
96 APR - 1 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN REPLY TO: 5 1996

Amend.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
JACALI INTERNATIONAL, INC.**

**FILED**  
96 APR -1 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Article I is hereby amended as follows: The corporate name is changed to: TOP NOTCH TICKETS, INC.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 3/28/96.

FOURTH: Adoption of Amendment(s) (check one)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of March, 1996.

Signature

Jac Berman  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jac Berman

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
President, Treasurer, Incorporator

\_\_\_\_\_  
Title