

2/20/96  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
39 EAST WASHINGTON  
TALLAHASSEE FL 32399  
FAX: (904) 922-4000  
CONTACT: LYNN FRIEDMAN  
PHONE: (308) 358-2571  
FAX: (308) 358-7832  
MIAMI 305-33136-8901

(((H96000002451)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PLATINUM ENTERTAINMENT, INC.  
FAX AUDIT NUMBER: H96000002451  
DATE REQUESTED: 02/20/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:49:26  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000002451)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Menu: <Ctrl R-Shift>  
2400 7E1  
VT100  
Online

EFFECTIVE DATE  
3-20-96

1/2  
96 FEB 21 AM 8:08

FILED  
96 FEB 21 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

796-02451

**ARTICLES OF INCORPORATION**  
**OF**  
**PLATINUM ENTERTAINMENT, INC.**

FILED  
56 FEB 21 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

EFFECTIVE DATE  
2-20-96

**ARTICLE I. NAME**

The name of the corporation is: **PLATINUM ENTERTAINMENT, INC.** The principal place of business of this corporation shall be at 7061 Taft Street, Hollywood, Florida 33024, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. CAPITALIZATION**

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

**ARTICLE V. VOTING**

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI. DURATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Article of Incorporation.

H96-02451  
ACE INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33130  
305-358-2874

496-02451

#### **ARTICLE VII. DIRECTORS**

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

##### **NAME**

##### **ADDRESS**

Mark J. Alshon  
Director

7061 Taft Street  
Hollywood, Florida 33024

#### **ARTICLE VII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark J. Alshon  
President

7061 Taft Street  
Hollywood, Florida 33024

Barry Paritz  
Secretary

7061 Taft Street  
Hollywood, Florida 33024

Barry Paritz  
Treasurer

7061 Taft Street  
Hollywood, Florida 33024

#### **ARTICLE VII. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE IX. TRANSFER OF SHARES**

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of

496-02451

196-02451

second refusal as to the first shareholder's exercisable interest of first refusal. Value of the stock shall be determined by a disinterested appraiser.

**ARTICLE X. INITIAL REGISTERED AGENT/OFFICE**

The name and address of the initial registered agent of this corporation is: Barry Paritz  
7061 Taft Street, Hollywood, Florida 33024.

**ARTICLE XI. SUBSCRIBER**

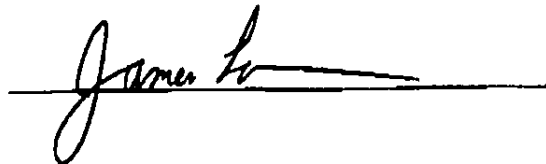
The name and address of the subscriber of these Articles of Incorporation is: AELION &  
LOREN, P.A., 152 Northeast 167th Street, Fifth Floor, North Miami Beach, Florida 33162.

**ARTICLE XII. INDEMNIFICATION**

The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 20 day of February, 1996.



196-02451

496-02451

STATE OF FLORIDA )  
                              )NS:  
COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public, personally appeared James L. Loran,  
to me well known to be the person described in and who executed the foregoing Articles of  
Incorporation, and who acknowledged before me, that he made and subscribed the same for the  
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami,  
Dade County, Florida this 20 day of February, 1996.

David Aelion

My Commission Expires:



DAVID AELION  
My Commission CC340988  
Expires Feb. 01, 1998  
Bonded by AHS  
800-888-8878

496-02451

H96-02451

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING SUBMITTED:

FIRST -- THAT PLATINUM ENTERTAINMENT, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS LOCATED AT 7061 TAFT STREET, HOLLYWOOD, FLORIDA  
33024, AND HEREBY NAMES BARRY PARITZ, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA.

  
BARRY PARITZ

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE  
STATED 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 AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
BARRY PARITZ  
REGISTERED AGENT  
DATED:

FILED  
96 FEB 21 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96-02451

P96000015907

JULY 19, 1996

MARK J. ALSHON  
8614 VIA GIULA  
BOCA RATON FL 33496

SECRETARY of STATE  
DIVISION of CORPORATIONS  
P.O. Box 6327  
TALLAHASSEE, FL 32314

900001902679  
-07/24/96--01003--0016  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

ATTENTION ADMENDMENT SECTION:

ST 7/30

SECRETARY OF STATE  
TALLAHASSEE, FL 32314

96 JUL 23 PM 3:35

FILED

I MARK J. ALSHON, TO HEREBY RESIGN  
AS PRESIDENT & DIRECTOR OF PLATINUM  
ENTERTAINMENT, INC. 7061 TAFT STREET,  
HOLLYWOOD FL 33024. THIS DAY OF JULY 19,  
1996. THE REASON FOR MY RESIGNATION IS  
DUE TO A CONFLICT OF INTEREST.

I WOULD ALSO NOTE, AS A MATTER OF  
RECORD THAT I SENT A LETTER OF  
RESIGNATION TO THE INITIAL REGISTERED  
AGENT, BARRY PARTZ, 7061 TAFT STREET  
HOLLYWOOD FL 33024; ON APRIL 21, 1996.  
PLATINUM ENTERTAINMENT NEVER REPORTED  
TO THE DEPARTMENT OF STATE MY RESIGNATION.

THANK YOU FOR YOUR COOPERATION IN THIS  
MATTER.

MARK J. ALSHON  
Mark J. Alshon 7/19/96

RESIGNATION

Gentlemen:

I (We) hereby tender my (our) resignation as PRESIDENT & Director of  
PLATINUM ENTERTAINMENT, INC. 7061 TAFT STREET Hollywood FL 33024  
a Florida Corporation, to take effect at the conclusion of the meeting of  
the Board of Directors, at which this resignation is accepted.

DATED: (7/19) July 19 , 1996.

MARK J. ALSHON

Mark J. Alshon

FILED  
96 JUL 23 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(b)