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DERMER MANAGEMENT GROUP, INC.

7080 UNIVERSITY DRIVE • SUITE 201 • TAMARAC, FLORIDA 33319
(954) 724-5556 • FAX: (954) 726-3020

FILED
MAR 11 PM 2 36
TALLHASSEE, FLORIDA

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***122.50 ***122.50

March 8, 1996

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

RE: DERMER MANAGEMENT GROUP, INC.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation and my check in the amount of One Hundred and Twenty Two Dollars and Fifty (\$122.50) Cents. Kindly file the enclosed and send me a certified copy of same.

Thank you for your prompt attention to this matter.

Sincerely,

Robin B. Derman

ROBIN B. DERMER, ESQ.

Robin Derman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article One + Five
DATE 3-14-96
DOC. EXAM KH

3-14-96
KH

**ARTICLES OF INCORPORATION
OF
DERMER MANAGEMENT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of this corporation is: **DERMER MANAGEMENT GROUP, Inc.**

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business or necessary or desirable in order to accomplish the foregoing.
3. To conduct business in all phases of artist management in and throughout the entertainment industry and to further deal in any and all related aspects of said management within the music industry including, but not limited to, publishing, consultation on live performances, the coordination of all types of production relating to the music and entertainment field, television and motion pictures.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial *principal* office of the corporation is 7880 University Drive, Suite 201, Tamarac, Florida 33321; and the name of its initial registered agent at such address is Robin B. Dermer.

ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

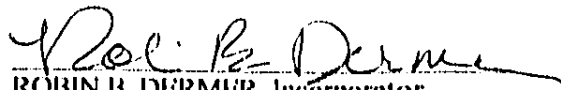
| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Robin B. Dermer | 11866 Winged Foot Terrace Coral Springs, Florida 33071 |
| Lawrence P. Dermer | 11866 Winged Foot Terrace Coral Springs, FL 33071 |


ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Robin B. Dermer | 11866 Winged Foot Terrace Coral Springs, Florida 33071 |
| Lawrence P. Dermer | 11866 Winged Foot Terrace Coral Springs, FL 33071 |

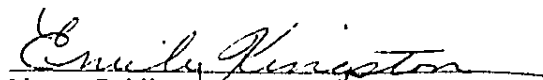
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10th day of March, 1996.


ROBIN B. DERNER, Incorporator


LAWRENCE P. DERNER, Incorporator

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, ROBIN B. DERNER and LAWRENCE P. DERNER, who are personally known to me or who have produced _____ as identification and who did take an oath, executed the foregoing Articles of Incorporation.


Notary Public, State of Florida

My Commission Expires:



EMILY M. KINGSTON
COMMISSION # CC 511277
EXPIRES NOV 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

96 MAR 11 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

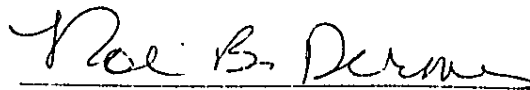
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of Florida Statutes Sec. 607.0501 and 607.0503, **DERMER MANAGEMENT GROUP, INC.**, a corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **DERMER MANAGEMENT GROUP, INC.**
2. The name of the registered agent is: **ROBIN B. DERMER.**
3. The address of the registered agent/registered office is 7880 University Drive, Suite 201, Tamarac, Florida 33321.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.



BY: ROBIN B. DERMER

Dated: