

P960000027439

February 29, 1996

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

000001754670  
-03/22/96--01080--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Universal Artists Entertainment, Inc.

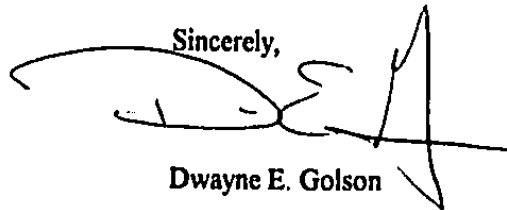
Dear Sir or Madam:

I have enclosed an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and a check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to me in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely,



Dwayne E. Golson

Enclosures

AL MAR 28 1995

FILED  
96 MAR 22 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL ARTISTS ENTERTAINMENT, INC.

FILED  
96 MAR 22 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

UNIVERSAL ARTISTS ENTERTAINMENT, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of this corporation shall be:

3415 W. Hillsborough Avenue, Suite 727  
Tampa, Florida 33614

The mailing address of the principal office of this corporation shall be:

Post Office Box 25783  
Tampa, Florida 33622

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall

have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

#### ARTICLE IV

##### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 3128 Bloomingdale Villas Court, Brandon, Florida, 33511, and the initial registered agent of this corporation at such office shall be Dwayne E. Golson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of 3 members, such members to hold office until his successor or successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jeffrey D. Richardson	3415 W. Hillsborough Ave., Suite 727 Tampa, Florida 33614
Dwayne E. Golson	3128 Bloomingdale Villas Court Brandon, Florida 33511
Michael Rodgers	6225 N. Dale Mabry Highway, Suite 607 Tampa, Florida 33614

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey D. Richardson	3415 W. Hillsborough Avenue, Suite 727 Tampa, Florida 33614

## ARTICLE X

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

Jeffrey D. Richardson  
Jeffrey D. Richardson

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 27 day of February, 1996, personally appeared Jeffrey D. Richardson, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

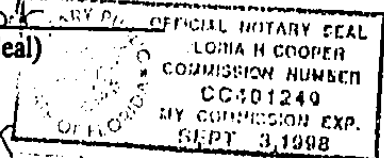
NOTARY PUBLIC

Sign: L. H. Cooper

Print: L. H. Cooper

State of Florida at Large (Seal)

My Commission Expires:



Personally Known \_\_\_\_\_ OR Produced Identification ✓

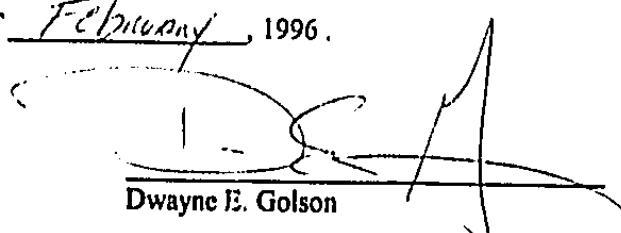
Type of Identification Produced Driver's License

UNIVERSAL ARTISTS ENTERTAINMENT, INC.  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED  
96 MAR 22 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Dwayne E. Golson, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 29 day of February, 1996.

  
Dwayne E. Golson