

P96000027896

**Florida Incorporators, Inc.**

Mark B. Hankins  
President  
15 Siskione Avenue, Suite 2  
Coral Gables, Florida 33134-3440

Telephone (305) 444-9500  
Fax (305) 444-9508  
<http://www.allworld.com/fil>  
fil@allworld.com

March 18, 1996

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

500001751115  
-03/20/96--01073--005  
\*\*\*\*112.50 \*\*\*\*112.50

RE: US 2 ENTERTAINMENT, INC.

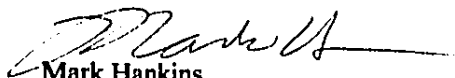
500001751115  
-04/02/96--01073--005  
\*\*\*\*112.50 \*\*\*\*112.50

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and \$122.50 representing the filing fee, registered agent fee, and certification fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,  
Florida Incorporators, Inc.

  
Mark Hankins  
President

55 Apr 1 PM 8:52

W96-6467

SN MAR 26 1996



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

March 26, 1996

MARK HANKINS  
15 SIDONIA AVE., STE. 2  
CORAL GABLES, FL 33134-3449

SUBJECT: US 2 ENTERTAINMENT, INC.  
Ref. Number: W96000006447

We have received your document for US 2 ENTERTAINMENT, INC. and your check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

THE MONEY IN YOUR ACCOUNT IS INSUFFICIENT TO COVER THE COST OF FILING THIS DOCUMENT. THE ACCOUNT BALANCE IS \$112.50 AND A TOTAL OF \$122.50 IS NEEDED. PLEASE SEND AN ADDITIONAL AMOUNT OF \$10.00.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 096A00013721

ARTICLES OF INCORPORATION

25 Apr 1 11 0:52

OF

US 2 ENTERTAINMENT, INC.

---

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is US 2 ENTERTAINMENT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is FIVE THOUSAND (5,000) SHARES of capital stock, \$1.00 par value each.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor(s) are elected and qualified is:

PATRICE RINGOOT  
5622 Wellesley Park Drive #301  
Boca Raton, Florida 33422

LORENA FLEURY  
5622 Wellesley Park Drive #301  
Boca Raton, Florida 33422

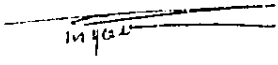
**SEVENTH:** The name and address of the incorporator, the initial registered agent and the initial registered office is:

PATRICE RINGOOT  
5622 Wellesley Park Drive #301  
Boca Raton, Florida 33422

**EIGHTH:** The principal office of the corporation is:

US 2 ENTERTAINMENT, INC.  
5622 Wellesley Park Drive #301  
Boca Raton, Florida 33422

DATED: March 4, 1996

  
\_\_\_\_\_  
PATRICE RINGOOT  
Incorporator and Initial  
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

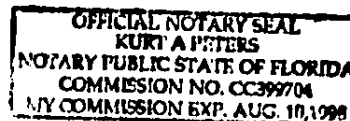
112900  
PATRICE RINGOOT  
Incorporator and Initial  
Registered Agent

STATE OF FLORIDA       )  
                              ) : SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 13 day of March, 1996 by PATRICE RINGOOT who did take an oath and who is personally known to me or who has produced Drivers license as identification.

Kurt A. Peters  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

My commission expires: Aug. 10, 1998



95 APR 1 2:18:52

P96000027896

TALLAHASSEE, FL  
904-222-0191 FAX



ACCOUNT NO. : 0710000000  
REFERENCE : 921233 4311473  
AUTHORIZATION : Patricia Piggett  
COST LIMIT : \$ 92.50

ORDER DATE : April 17, 1996

ORDER TIME : 9:26 AM

ORDER NO. : 921233

CUSTOMER NO: 4311473

CUSTOMER: Marcia Cox, Legal Assistant  
Stearns Weaver Miller Weisler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

800001783878

DOMESTIC AMENDMENT FILING

NAME: TEXDAX DISTRIBUTING, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA E. LOFT

EXAMINER'S INITIALS:

FILED  
96 APR 17 PM 2:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

96 APR 17 4:15 PM  
OFFICE OF CLERK OF COURT

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TEXDAX DISTRIBUTING, INC.

FILED  
96 APR 17 PM 2:50  
SECRET  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of TEXDAX Distributing, INC., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act as follows:

1. Article I shall be deleted in its entirety and amended to read as follows:

"ARTICLE I - NAME AND ADDRESS

The name of this Corporation is **TEXDAX DISTRIBUTING, INC.** The address of the principal office and the mailing address of the Corporation is 1929 S. Ocean Drive, Ft. Lauderdale, FL 33316.

The undersigned, hereby certifies that the foregoing amendment to the Articles of Incorporation was duly adopted and approved by a the sole shareholder and director of the Corporation by unanimous written consent on April 10, 1996. The number of votes cast was sufficient for approval.

Dated: April 10, 1996

TEXDAX DISTRIBUTING, INC.

By: 

David A. Keener, President