

P960000 28122

ARTICLES OF INCORPORATION

OF  
Gayle's Entertainment, Inc.  
INCORPORATED

A Florida Corporation

50.000001 734.1258  
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Filed by:  
William Pena Wells, Esq.  
Attorney at Law  
Post Office Box 640911  
N. Miami Beach, FL 33164-0911

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APR 11 1996  
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56 APR -1 PM 2:07

63 4/11/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

96 APR -1 PM 2:07

March 18, 1996

WILLIAM PENA WELLS, ESQUIRE  
P.O. BOX 640911  
NORTH MIAMI BEACH, FL 33164-0911

SUBJECT: GAYLE'S ENTERTAINMENT, INC. INCORPORATED  
Ref. Number: W96000005736

We have received your document for GAYLE'S ENTERTAINMENT, INC. INCORPORATED and your check(s) totaling \$122.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 096A00012045

ARTICLES OF INCORPORATION  
OF Gayle's Entertainment, Inc.

96 APR -1 PM 2:07

The undersigned for the purpose of forming a corporation under Florida Law, adopt the following Articles of Incorporation:

ARTICLE ONE. The name of the Corporation is  
Gayle's Entertainment, Inc.  
INCORPORATED.

ARTICLE TWO. The corporation shall have a perpetual existence.

ARTICLE THREE. The corporation may engage in any lawful activities permitted by Florida Law.

ARTICLE FOUR. The aggregate number of shares that the corporation has the authority to issue is 100,000 all of which shall be common shares with no par value.

ARTICLE FIVE. The Directors may issue any shares of common stock, whenever authorized, without first offering them to the shareholders for subscription or purchase:

- (a) as dividends or in payment of dividends,
- (b) To fulfill any outstanding obligation created by the Corporation to acquire from the Corporation shares of its common stock or to convert other securities of the Corporation into shares of common stock,
- (c) Pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of the same class,
- (d) In exchange for the funded debt of the corporation,
- (e) As an offer, issuance, or grant of options to purchase shares to the directors, officers, and employees of the corporation or other persons, in the amounts and on the terms and conditions as the Board of Directors may authorize at its discretion.

ARTICLE SIX. The Corporation's initial registered office is located at 1445 ALTON Road, Miami Beach, Florida 33140.

ARTICLE SEVEN. The Initial principal place of business shall be 1445 ALTON Road, Miami Beach, FL 33140

ARTICLE EIGHT. The initial Board of Directors shall

consist of one (1) director(s). The name and address of the first Board of Directors shall be:

1. Ronald Gayle, Jr. President/CEO  
Post Office Box 640911  
N. Miami Beach, Fl 33164-0911

ARTICLE NINE. The corporation shall commence its existence upon the filing of these articles with the Secretary of State of Florida.

ARTICLE TEN. The initial incorporator(s) of the corporation are/is

1. Ronald Gayle, Jr.

ARTICLE ELEVEN. The initial registered agent of the Corporation shall be Chynna Paige, President, SBMF Partners Inc., whose office is located at 1445 Alton Road, Miami Beach, Florida 33140.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation of Gayle's Entertainment Inc., on this 7th day of March

1996.

Rosalia Gyle  
Signature

Before me, the undersigned authority, appeared Rosalia Gyle, to me well known or who did produce identification, did execute these Articles of Incorporation for the purposes stated herein.

WITNESS MY HAND AND OFFICIAL SEAL, this 7 day of MARCH, 1996.

Mario O'Farrill  
NOTARY PUBLIC

State of Florida at Large  
My commission expires: FEB 9, 1997

(Seal)

ID Produced: D.I.



OFFICIAL SEAL  
MARIO O'FARRILL  
My Commission Expires  
Feb. 9, 1997  
Comm. No. CC 258434

3-7-96

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE 96 APR -1 PM 2:07

I, the undersigned person, having been named as registered agent and to accept service of process for the above-mentioned corporation at the place designated in this agreement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the statute relating to the proper performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Chunma Paige / SBMF Partner, INC.  
Signature

Chunma Paige, President / SBMF Partner, INC.  
(Print name)

Dated this 7 day of MARCH, 1996.

STATE OF FLORIDA  
COUNTY OF DIXIE

Personally appeared before me, the undersigned authority,                                 , who being duly sworn did state, that                                  has executed this acceptance of appointment as registered agent and registered office.

                                  
Signature

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

My Commission expires: FEB 9, 1997

(SEAL)

ID PRODUCED: D.L.



OFFICIAL SEAL  
MARIO O'FARRILL  
My Commission Expires  
Feb. 9, 1997  
Comm. No. CC 258434

3-7-96