

CR2E031(9/92)

FILED
36 APR 11 AM 11:57
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BACKSTAGE MERCHANDISING, INC.**

The undersigned, a natural person competent to contract, acting as incorporator of a corporation under the laws of Florida, as amended, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
Name

The name of the corporation is BACKSTAGE MERCHANDISING, INC.

ARTICLE II
Duration

The duration of this corporation shall be perpetual, commencing on the date of these Articles are filed in the appropriate office of the State of Florida.

ARTICLE IV
Capitol Stock

The total number of shares of stock which the Corporation shall have the authority to issue is 200 shares of Common Stock, no par value.

ARTICLE V
Initial Registered Office and Registered Agent

The initial registered office of this corporation has a street address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; a mailing address of 404 WASHINGTON AVENUE, MIAMI BEACH, FLORIDA 33139; and the name of the initial registered agent of this corporation at the street address is Shona Henriques. The street address and the principal office of the corporation is same as the registered office. Shona Henriques shall also serve as incorporator of this entity.

ARTICLE VI
Board Of Directors

The number of directors of the corporation shall be three (3). The number of directors may be increased from time to time by an amendment of the bylaws of the corporation, but shall never be less than three (3).

ARTICLE VII
Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator are as follows:

CLIFTON DILLON - President/Treasurer
404 Washington Avenue
Suite 680
Miami Beach, Fl 33139

CLIFTON DILLON - Vice President

SHONA HENRIQUES - Secretary/Registered Agent

ARTICLE VIII
Amendment Of Articles

The Articles of Incorporation may be amended in the manner provided by law, unless otherwise provided by the Bylaws of the corporation. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Article IX
Indemnification

The corporation is empowered to indemnify any officer or director or any former officer or director, pursuant to the bylaws and to the provisions of applicable laws of the State of Florida.

ARTICLE X
Informal Action Of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
Inspection of Accounts and Books

The rights of the shareholders to inspect the books and accounts of this corporation shall be as conferred by the Bylaws, resolutions of the Shareholders, or as required by law.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 6070501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, FLORIDA
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BACKSTAGE MERCHANDISING, INC.

2. The name and address of the registered agent and office is:

SHONA HENRIQUES
(NAME)

404 WASHINGTON AVE SUITE 680

MIAMI BEACH, FL 33139
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Shona Henrique 4/8/96
(SIGNATURE) (DATE)

Incorporator/Registered Agent, Article executed April 8, 1996