

(Room for's Name)
 404 Washington Avenue
 (Address)
 Mamie Black, 72 33/39
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

1.	(Corporation Name)	(Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
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AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Shona ⁵ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles Subscri
DATE 4-8-96
DOC. EXAM D. J. [Signature]
Examiner's Initials

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96 APR 11 2 12 10
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHANG ARTIST MANAGEMENT, 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 SHANG ARTIST MANAGEMENT, 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 III

The purposes of which the corporation is formed are as follows

1. To conduct business as managers and representatives of entertainers, performing artists, actors and actresses, and other creative talent; To carry on the business of producing and presenting public entertainment, theatrical and otherwise, and also of theatrical proprietors, music hall proprietors, caterers, for public entertainments, concerts, and public exhibitions, ballets, conjuring, juggling, moving pictures and other entertainment; to provide, engage and employ actors, dancers, singers, variety performers, athletes, and theatrical and musical artists; to produce and present to the public all manner of shows, exhibitions, and amusements which are or may be produced at a theater, music hall, or elsewhere within enclosures or in the open; to own, acquire, erect, lease, use, operate, manage, or control and sell, let, mortgage, transfer, operate, manage, or control and sell, let, mortgage, transfer, or otherwise dispose of theaters, hall, gardens, entertainment halls, or other places for public entertainment or amusement.
2. To engage generally in any and all branches of the general theatrical business, including but not limited to radio, television, stage, and motion pictures; to own, lease, or otherwise acquire and to manage, operate, and control theatres and other places of amusement and entertainment; to own, lease, or otherwise acquire, and to manage, operate and control radio, telegraph, telephone, radio broadcasting, and telecasting systems or stations and any other means of communication, whether now own or thereafter discovered or invented; to carry on a general theatrical and amusement business and every branch thereof or every business connected therewith; and to carry on any other business of a similar or related nature or capable of being conveniently carried on in connection with the foregoing or calculated directly or indirectly to enhance the value of the property or rights of the corporation.
3. To engage in all phases of the business of music and literary publishers, including making arrangements with authors, companies, and others for the writing and composition of musical works, and including acting as a jobber, wholesaler, retailer, licensor and forms in which musical works may be embodied.
4. To hire, employ, contract with and negotiate for the musical production or artistic services of, and to use in any manner, orchestras, bands, singers, musicians, actors, entertainers and other.

5 To manufacture, produce, acquire, purchase, own, maintain, export, import, sell, lease, license, distribute, exhibit, and generally deal in motion pictures of every kind, nature and description, on any size and dimension, colored or otherwise, with or without sound synchronization, talking sequences or musical accompaniment; to purchase, acquire, sell, lease, distribute, and generally deal in plays, scenarios, works of literators, dramas, dramatic compositions, musical composition, operas, operettas, and to apply for, obtain, purchase or otherwise dispose of, any and all copyrights, whether secured under the copyright law of the United States or any foreign country; to produce, purchase, sell, lease, license, and otherwise deal in motion picture plays; with or without sound synchronization, talking sequences or musical accompaniment, operas, operettas, stories, scientific, travel, and educational subjects, and all other subjects generally adaptable to production in motion picture forms, and for that purpose to engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, cameramen, electricians, stage staff, wardrobe staff, scenic artists, and all other persons necessary and proper for the production of such motion picture.

6 To buy, sell and otherwise deal in notes, stocks, bonds or other investments, including the right to hold, buy, sell, lease, mortgage, or otherwise encumber, sell and dispose of real and personal property of all kinds and descriptions.

7 To make and enter into contracts of all kinds with, and to act as agent or representative for, or manager of investments for, any individual, firm, association, or other corporation; to compile statistics and analyze reports and statements of corporations and associations; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by fiscal agents, and to aid any lawful enterprise.

8 To purchase, hold, sell, and reissue the shares of its own capital stock, to endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations.

9 To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise dispose of and to invest, trade or deal in real and personal property of every kind and description or any interest therein.

10 To acquire all or any part of the securities, goodwill rights, property or assets of any kind and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

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 CLIFTON DILLON. The street address and the principal office of the corporation is same as the registered office.

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

CLIFTON DILLON - 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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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED 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: -SHANG-ARTIST-MANAGEMENT, INC-


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

-CLIFTON DILLON
(NAME)

-404 WASHINGTON AVE SUITE 680
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

-MIAMI BEACH FL 33139
(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.*


(SIGNATURE) 04/08/96
(DATE)

Registered Agent/Incorporator, executed April 08, 1996.