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800-343-8086



PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 987961 4303929

AUTHORIZATION :

COST LIMIT :

Patricia Pigut
\$ 122.50

ORDER DATE : June 14, 1996

ORDER TIME : 11:40 AM

800001862538

ORDER NO. : 987961

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MAGICWORKS ENTERTAINMENT
INCORPORATED

EFFECTIVE DATE:

XXX_ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX_ CERTIFIED COPY
XX_ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

CP
6/17/96

FILED
SECRETARY OF STATE
CORPORATE DIVISION
JUN 14 AM 9:45

ARTICLES OF INCORPORATION

OF

MAGICWORKS ENTERTAINMENT INCORPORATED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

26 JUN 14 AM 9:46

ARTICLE I

The name of the corporation is MAGICWORKS ENTERTAINMENT INCORPORATED (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 930 Washington Avenue, Miami Beach, Florida 33139.

ARTICLE III

This Corporation shall have authority to issue Fifty Million (50,000,000) shares of Common Stock having a par value of \$0.001 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and

addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Brad Krassner
930 Washington Avenue
Miami Beach, Florida 33139

Joe Marsh
930 Washington Avenue
Miami Beach, Florida 33139

Lee Marshall
930 Washington Avenue
Miami Beach, Florida 33139

H. Yale Gutnick
930 Washington Avenue
Miami Beach, Florida 33139

ARTICLE VII

The name of the Incorporator is Joseph A. Marinello and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of June, 1996.



Joseph A. Marinello - Incorporator

P96000051220

THOMAS G. KIMBLE
LEON W. CROCKETT
VALLI E. BUTLER

THOMAS G. KIMBLE & ASSOCIATES
A PROFESSIONAL CORPORATION
311 SOUTH STATE STREET, SUITE 440
SALT LAKE CITY, UTAH 84111

TELEPHONE
(801) 531-0000
FACSIMILE
(801) 359-6603

July 29, 1996

Joy Moon-French, Corporate Specialist
Florida Department of State
Division of Corporations
Amendment Filing Section
409 East Gaines Street
Tallahassee, Florida 32399
(904) 487-6050

300001912273
-08/05/96--01023--012
****122.50 ****122.50

Dear Ms. French:

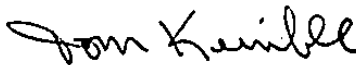
I am including herewith two originally signed copies of a document entitled Certificate and Articles of Merger between Shadow Wood and Magicworks Entertainment Incorporated. I have also enclosed a check drawn on our trust account in the amount of \$122.50 which represents payment of the \$70 filing fee and \$52.50 for one certified copy which we would ask that you return to the undersigned.

Would you please hold this document and not stamp it in for filing until you receive a telephone call from the undersigned.

If you have any questions regarding this matter please contact the undersigned.

Sincerely yours,

THOMAS G. KIMBLE & ASSOCIATES




Thomas G. Kimble

TGK/dh
Enclosures

tgklsosfl.swc

96 JUL 30 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/30

C.C.

P96000051220

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

MAGICWORKS ENTERTAINMENT INCORPORATED, a Florida corporation,
P96000051220

INTO

SHADOW WOOD CORPORATION. a Delaware corporation not qualified in
Florida

File date: July 30, 1996

Corporate Specialist: Joy Moon-French

CERTIFICATE AND ARTICLES OF MERGER
OF
MAGICWORKS ENTERTAINMENT INCORPORATED
A FLORIDA CORPORATION
INTO
SHADOW WOOD CORPORATION
A DELAWARE CORPORATION

96 JUL 30 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: That the name and state of Incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Magicworks Entertainment Incorporated	Florida
Shadow Wood Corporation	Delaware

SECOND: That an Agreement and Plan of Merger between the Constituent Corporations has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252 of the Delaware General Corporation Law and the requirements of Florida law and that upon filing this document with the Secretary of State of Florida and the Secretary of State of Delaware, the Merger shall be effective (the "Effective Time").

THIRD: Shadow Wood Corporation ("SWC" or the "Surviving Corporation") has an authorized capitalization consisting of 250,000,000 shares of \$.0001 par value common stock ("SWC Common Stock"), of which 3,889,750 shares are issued and outstanding as of the date of execution hereof; and Magicworks Entertainment Incorporated ("MEI") has an authorized capitalization consisting of 50,000,000 shares of common stock, \$.001 par value ("MEI Common Stock"), of which 19,000,000 shares are issued and outstanding as of the date hereof.

FOURTH: The surviving corporation of the Merger is Shadow Wood Corporation, a Delaware corporation.

FIFTH: The Plan of Merger and the terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) *Corporate Existence*

(1) From and after the Effective Time, the Surviving Corporation shall continue its corporate existence as a Delaware corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Certificate of Incorporation and By-laws of SWC, as existing immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation subject to amendments adopted herein and any subsequent amendments; (ii) the members of the Board of Directors of MEI holding office immediately prior to the Effective Time shall become the members of the Board of Directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's By-laws; (iii) the Surviving Corporation shall change its name to Magicworks Entertainment Incorporated; (iv) all persons who hold executive offices of MEI at the Effective Time shall be elected by the board of directors of the Surviving Corporation to hold the same offices of the Surviving Corporation, each to serve subject to the Surviving Corporation's By-laws.

(b) *Conversion of Securities*

As of the Effective Time and without any action on the part of the Constituent Corporations or the holders of any of the securities of either of these corporations each of the events set forth below shall occur. All capitalized terms are defined in the Agreement and Plan of Merger referred to in the EIGHTH article hereof:

(1) Each of the MEI Historical Shares issued and outstanding immediately prior to the Effective Time shall be converted into one share of SWC Common Stock. All such shares of MEI Common Stock shall no longer be outstanding and shall automatically be canceled and shall cease to exist, and each certificate previously evidencing any such shares shall thereafter represent the right to receive certificates evidencing such number of shares of SWC Common Stock into which such shares of MEI Common Stock were converted. The holders of such certificates previously evidencing shares of MEI Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares of MEI Common Stock except as otherwise provided herein or by applicable law;

(2) Any shares of MEI Common Stock held in the treasury of MEI immediately prior to the Effective Time shall automatically be canceled and extinguished without any conversion thereof and no payment shall be made with respect thereto;

(3) In fulfillment of the obligation of MEI to issue securities underlying Units sold in its Private Placement to purchasers in the Private Placement, SWC shall issue on the terms and subject to the conditions set forth in the Memorandum: (a) shares of SWC Common Stock on the basis of one share for each share of MEI Common Stock sold in the Private Placement, (b) an unsecured senior convertible note ("Note" or Notes") in the principal amount of \$12,500 for each Note sold in the Private Placement. The terms of the Notes shall be as described in the Memorandum and in the form as attached to the Memorandum as an exhibit, and SWC hereby agrees to assume all responsibility, upon Closing, to implement the sinking fund and other arrangements as defined and contemplated in the Memorandum, including, without limitation, the obligation to issue SWC Common Stock in the event of conversion of the Notes or the obligation to issue redeemable common stock purchase warrants in the event of prepayment of the Notes under certain circumstances;

(4) Subject to completion of the sale of at least \$10,000,000 in Units in the Private Placement, SWC shall issue to Capital Growth International, LLC ("CGI") or its designees, after giving effect to the SWC reverse stock split, 488,820 shares of SWC Common Stock and Warrants to purchase 500,000 shares of SWC Common Stock under the terms and conditions of the Placement Agent Agreement between MEI and CGI dated June 14, 1996, and as described in the Memorandum.

(5) The 311,180 shares of SWC Common Stock previously issued and outstanding prior to the Merger will remain issued and outstanding;

(6) At Closing, there shall be no securities convertible into or exercisable or exchangeable for shares of GWC or MEI Common Stock except as described in the Memorandum.

SIXTH: Voting results for the Merger are as follows:

(a) *Shadow Wood Corporation.* The Agreement and Plan of Merger (the "Plan") was submitted to certain stockholders of Shadow Wood Corporation by the board of directors on July 2, 1996, and out of 3,889,750 shares of common stock entitled to vote on the Plan, 3,490,250 (89%) shares approved the plan by written consent, resulting in approval of the Plan.

(b) *Magicworks Entertainment Incorporated* The Plan was submitted to certain stockholders of Magicworks Entertainment Incorporated by the board of directors on June 22, 1996, and out of 19,000,000 shares of common stock entitled to vote on the Plan, 19,000,000 (100%) shares approved the Plan by written consent, resulting in approval of the Plan.

(c) *General.* The number of votes cast for the Plan by each group was sufficient under Florida and Delaware law for approval by that voting group.

SEVENTH: The Certificate of Incorporation of Shadow Wood Corporation shall be the Certificate of Incorporation of the Surviving Corporation and is hereby amended as follows:

1. Article I is amended to read as follows:

ARTICLE I
NAME

The name of the corporation is Magicworks Entertainment Incorporated.

2. Article IV is amended to read as follows:

ARTICLE IV
CAPITALIZATION

The aggregate number of shares which this Corporation shall have authority to issue is :

(a) **Common Stock.** The Corporation shall have authority to issue 50,000,000 shares of common stock having a par value of \$.001 per share. All shares of common stock shall have the same rights and shall not be liable to any further call or assessment and shall have no pre-emptive rights.

(b) **Preferred Stock.** The Corporation shall have authority to issue 5,000,000 shares of preferred stock, \$.001 par value, which may be issued in one or more series and with such rights, preferences and designations as determined by the Corporation's board of directors. All shares of any one series shall be alike in every particular.

EIGHTH: The Agreement and Plan of Merger dated July 24, 1996, between SWC and MEI is on file at the principal place of business of SWC at 1258 E. Malvern Ave. Salt Lake City, UT 84117 and will be furnished on request without cost to any stockholder of either of the Constituent Corporations.

NINTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

(a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the merger or share exchange; and

(b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the merger or share exchange the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

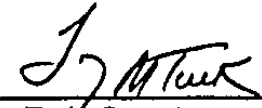
SHADOW WOOD CORPORATION

By: Robert L. Wright
Robert L. Wright, President

By: Mark Archibald
Mark Archibald, Secretary

MAGICWORKS ENTERTAINMENT
INCORPORATED

By: 
Lee Marshall, President

By: 
Larry Turk, Secretary

T55arlmg.ewc