

P96000054957

McHALE & SLAVIN, P.A.

ATTORNEYS AT LAW

MIAMI

SUITE 340, 1401 BRICKELL AVENUE  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 374-3311  
FAX (305) 374-5238

U.S. & INTERNATIONAL  
PATENTS, TRADEMARKS, COPYRIGHTS,  
RELATED LICENSING & LITIGATION

CHICAGO

CENTRAL PARK CENTER  
800 WEST CENTRAL ROAD  
MT. PROSPECT, ILLINOIS 60080  
CHICAGO TEL. (312) 939-8818  
SUBURBAN TEL. (708) 818-9243

PALM BEACH

FIRST UNION CENTER  
SUITE 402, 4440 PGA BOULEVARD  
PALM BEACH GARDENS, FLORIDA 33410  
TELEPHONE (407) 886-8878  
FAX (407) 886-8872

PLEASE REPLY TO:

Palm Beach

June 24, 1996

200001886432  
-07/08/96--01039--020  
\*\*\*\*122.50 \*\*\*\*122.50

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: DUR LATIN CORPORATION  
Our Ref. No.: 1291.33

Dear Sir:

Enclosed please find ARTICLES OF INCORPORATION for the above captioned corporation to be filed pursuant to law. Also attached, please find a Designation of Registered Agent along with Check No. 2014 in the amount of \$122.50 to cover the filing fee. Please return a copy of the Articles to this office following filing.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

McHale & Slavin, P.A.

Michael A. Slavin

MAS:n2  
Enclosure

FILED  
96 JUN 26 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 6/28/96

ARTICLES OF INCORPORATION OF,  
DUR LATIN CORPORATION

FILED

96 JUN 26 AM 8:23

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is DUR LATIN CORPORATION.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation is formed for all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number shares which the corporation has authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE V. REGISTERED OFFICE

The street address of the principal place of business of the corporation is 2200 No. Florida Mango, 2nd Floor, West Palm Beach, FL 33409, and the name of the initial registered agent is Michael A. Slavin, agent of DUR LATIN CORPORATION, located at 4440 PGA Blvd., Suite 402, Palm Beach Gardens, FL. 33410.

ARTICLE VI. DIRECTORS


This corporation shall have one director.

ARTICLE VII. INCORPORATORS

The name and address of the incorporator is:


Nicole Durr, President  
DUR LATIN CORPORATION  
2200 No. Florida Mango  
2nd Floor  
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned has subscribed her name  
this 16th day of June, 1996.

  
\_\_\_\_\_  
Nicole Durr

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this \_\_\_\_  
day of June, 1996, signed by Nicole Durr, who is personally known  
to me or who has produced \_\_\_\_\_ as  
identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES  
OF OFFICERS AND DIRECTORS

The following is submitted in compliance with §48.091,  
Florida Statutes:

DUR LATIN CORPORATION, a corporation organizing under the  
laws of the State of Florida, with its principal office at  
2200 No. Florida Mango, 2nd Floor, West Palm Beach, FL 33409,  
and has named Michael A. Slavin, Esq., agent of DUR LATIN  
CORPORATION, located at 4440 PGA Blvd., Suite 402, Palm Beach  
Gardens, FL 33410, as its agent to accept service of process  
within this state.

DIRECTOR:

NICOLE DURR

2200 North Florida Mango  
2nd Floor  
West Palm Beach, FL 33409

DUR LATIN CORPORATION

By: 

Nicole Durr, Incorporator

ACCEPTANCE

I agree as Registered Agent to accept service of process; to  
keep the registered office open during prescribed hours; to post my  
name (and any other officers of said corporation authorized to  
accept service of process at the above Florida designated address)  
in some conspicuous place in the office as required by law.

By: 

Michael A. Slavin, Esq.  
McHALE & SLAVIN, P.A.

FILED  
96 JUN 26 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# P96000054957

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-04/14/97--01029--001  
\*\*\*\*700.00 \*\*\*\*\*87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 14 AM 9:35  
TUE APR 15 1997

Examiner's Initials

# MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center - Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: bialaw@mirkinwoolf.com

April 9, 1997

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

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of the following corporations:

1. Dur United Entertainment Corporation;
2. Dur Music, Inc.;
3. X-Entertainment Corporation;
4. B-Dur Publishing, Inc.;
5. United Sports Agency Corporation;
6. Prairie Moon Records Incorporated;
7. 1-Dur Records Corporation; and
8. Dur Latin Corporation.

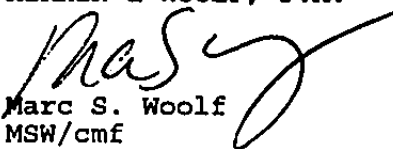


Also enclosed please find a check in the amount of \$700 to cover the filing fees and fees for certified copies of each corporation. Please mail the certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.

  
Marc S. Woolf  
MSW/cmf

cc: Nicole Durr (w/o encl.)  
Ivan A. Zigler, Esq. (w/o encl.)

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
DUR LATIN CORPORATION

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

97 APR 14 AM 9:35

Pursuant to the provisions of the Florida Statutes, on February 28, 1997 all of the directors and shareholders of Dur Latin Corporation, a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

- RESOLVED:** That the authorized capital of the Corporation should be changed to 1,000,000 shares of common stock, \$0.01 par value per share.
- RESOLVED:** That the number of directors shall be not less than one, with the exact number of directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.
- RESOLVED:** That all references to the Florida General Corporation Act be changed to the Florida Business Corporation Act.
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.
- RESOLVED:** That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV and VI of the Corporation's Articles of Incorporation are amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The total number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. DIRECTORS

The Corporation shall have not less than one director, with the exact number of directors to be fixed from time to time in the manner provided in the Corporation's Bylaws.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 28 day of February, 1997.

  
\_\_\_\_\_  
Nicole Durr, President

P96000054957

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

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Attorneys at Law

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West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
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April 9, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
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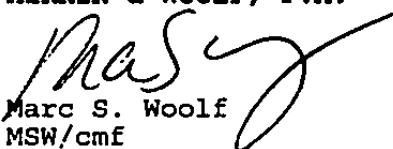
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8. Dur Latin Corporation.

Also enclosed please find a check in the amount of \$700 to cover the filing fees and fees for certified copies of each corporation. Please mail the certified copies to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.

  
Marc S. Woolf  
MSW/cmf

cc: Nicole Durr (w/o encl.)  
Ivan A. Zigler, Esq. (w/o encl.)

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OF  
DUR LATIN CORPORATION

DIVISION

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Nicole Dur, President