

P96100055080

CAPITAL CONNECTION, INC.

417 E. Virginia St. Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of No 53085

RE: Miami Kids
 Entertainment Services Inc.

☒ Capital Express™
☐ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☒ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
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☐ Fictitious Name Filing

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
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☐ Vehicle Search
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SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

RECEIVED
 JUN 28 AM 9:52
 OFFICE OF CORPORATION

F. CHESSEY JUN 28 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN
 Will Pick Up 6/28 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
MIAMI KIDS ENTERTAINMENT SHOWS, INC.

FILED
95 JUN 28 AM 11:24
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

Miami Kids Entertainment Shows, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address is c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock that the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Michael B. Chesal. The street address of the corporation's initial registered office is 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Roxana Vidal
c/o Michael B. Chesal, Esq.
Kluger, Peretz, Kaplan & Berlin, P.A.
1970 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Roxana Vidal, c/o Michael B. Chesal, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

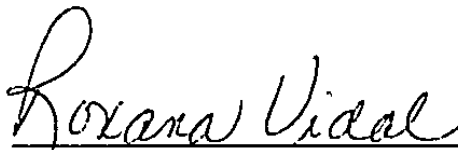
ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the fullest extent permitted by law, the Incorporator and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of June, 1996.

By:


ROXANA VIDAL

CERTIFICATE OF REGISTERED AGENT

OK

MIAMI KIDS ENTERTAINMENT SHOWS, INC.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That Miami Kids Entertainment Shows, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Corporation, has named Michael B. Chesal, Esq. located at 1970 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, County of Dade, State of Florida, as its agent to accept service of process within this State.

FILED
JUN 28 11:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of June, 1996.



MICHAEL B. CHESAL