

1201 HAYS STREET  
TALLAHASSEE, FL 32301-1007  
800-342-8086  
P910000064035



ACCOUNT NO. : 072100000032

REFERENCE : 037929 134904A

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : July 31, 1996

ORDER TIME : 10:0 AM

ORDER NO. : 037929

CUSTOMER NO: 134904A

900001908439

CUSTOMER: Michael J. Millward, Cpa  
MICHAEL J. MILLWARD, C.P.A.

Suite 4110  
301 Yamato Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: WHAT A DISH 1, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 31 PM 1:11

*g*  
7/31/96

**ARTICLE I. INCORPORATION**

**OF**

What a Dish!, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 31 PM 1:11

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

What A Dish!, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

7277 NW 64th Terrace  
Parkland, FL 33067

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 shares

**ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Ann Greenfield  
7277 NW 64th Terrace  
Parkland, FL 33067

**ARTICLE V INCORPORATION**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Ann Greenfield  
7277 NW 64th Terrace  
Parkland, FL 33067

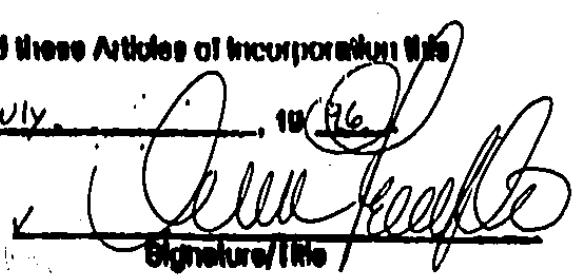
The undersigned has(have) executed these Articles of Incorporation this

25th

day of

JULY

1996

  
\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

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

Pursuant to the provisions of section 037.0001, 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: What A Dish!, Inc.

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

Ann Greenfield

(NAME)

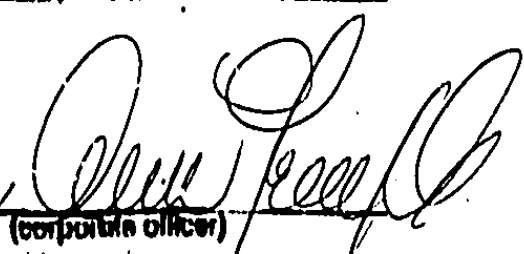
7277 NW 64th Terrace

(P.O. BOX NOT ACCEPTABLE)

Parkland, FL 33067

(CITY/STATE/ZIP)

FILED STATE  
SECRETARY OF CORPORATIONS  
JUL 31 PM 1:11

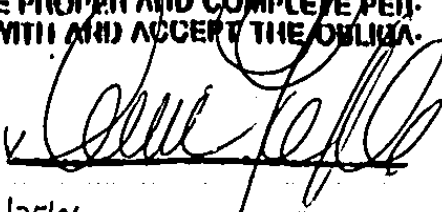
SIGNATURE 

(corporate officer)

TITLE President

DATE 7/25/96

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 

DATE 7/25/96

REGISTERED AGENT FILING FEE: \$35.00

P96000064035

Michael J. Millward,  
301 Yaima Pk. H 4110  
Boca Raton, FL 33431  
(407) 998-3293

August 14, 1996

8000001924238  
-08/16/96--01048--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please record the amended articles of incorporation  
for What A Dish!, Inc. to reflect the  
name change to A & S Entertainment, Inc.

Please send copy of new articles to me at the  
above address.

Thank you.

Michael J. Millward

96 AUG 16 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NC 086  
8/20

**AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
WHAT A DISH!, INC.**

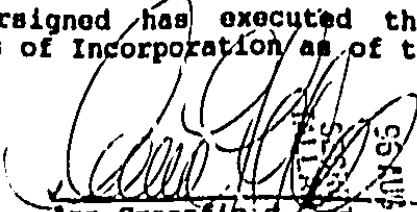
The Articles of Incorporation of WHAT A DISH!, INC. ("Corporation") are amended to read as follows:

**ARTICLE ONE**

The name of the Corporation shall be: A&S Entertainment, Inc.

This Amendment was adopted as of the 12th day of August, 1996, by the written consent of the directors and shareholders of the Corporation pursuant to Section 607.181, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 12th day of August, 1996.

  
Ann Greenfield,  
Director, Secretary/  
Treasurer

FILED  
CLERK OF STATE  
COUNTY OF PALM BEACH  
FLORIDA  
AUG 13 AM 9:06

STATE OF FLORIDA            )  
COUNTY OF PALM BEACH    )   SS:

The foregoing instrument was acknowledged before me this 12th day of August, 1996 by Ann Greenfield, as Secretary and Treasurer of What a Dish!, Inc., a Florida corporation, on behalf of the Corporation. She has produced her drivers license and did not take an oath.

  
\_\_\_\_\_  
Notary Public



TERRI DWYER  
COMMISSION # CL 324479  
EXPIRES OCT 31, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245