

P96000065416

Celebrity Showcases

4336 Forest Hill Blvd.

Suite 258

West Palm Beach, FL 33406

City/State/Zip

Phone #

Office Use Only

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

1. Celebrity Showcase, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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☐ Certified Copy

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☐ 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 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

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

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FILED  
95 AUG -5 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-16-96

# ARTICLES OF INCORPORATION

OF

CELEBRITY SHOWCASE, INC.

FILED  
95 AUG-5 10:11-32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I

The name of the Corporation shall be  
CELEBRITY SHOWCASE, INC.

## ARTICLE II

The principal office and mailing address of the Corporation is  
4336 Forest Hill Blvd.  
Suite 258  
West Palm Beach, FL 33406

## ARTICLE III

The incorporators of the Corporation are:

Angelica San Filippo  
1431 Indian Dr.  
West Palm Beach, FL 33406

Stuart Schurman  
7830 Pine Tree Lane  
West Palm Beach, FL 33406

## ARTICLE IV

### PURPOSE

The purpose for which the Corporation is organized is the  
transaction of any or all lawful business for which corporations  
may be incorporated under the laws of the State of Florida,  
as they may be amended from time to time.

## **ARTICLE V**

### **INITIAL BUSINESS**

The Initial business of the Corporation is to provide opportunities through pageantry and talent competition to those seeking theatrical careers in entertainment and entertainment associated fields of employment.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The Initial board of Directors shall consist of two (2) directors. The persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Angelica San Felipo

Stuart Schurman

### **NUMBER OF DIRECTORS**

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws.

## **ARTICLES VII**

### **AUTHORIZED CAPITAL**

The Corporation shall have authority to issue one hundred (100) shares of common stock without Par Value.

### **PRE-EMPTIVE RIGHTS**

The holders from time to time shall have pre-emptive rights as to the common stock then or thereafter authorized to be issued, including Treasury stock. No resolution of the Board of Directors authorizing the issuance of stock to which preemptive rights shall

attach may require such rights to be exercised within less than sixty (60) days.

## **ARTICLE VIII**

### **DISTRIBUTION FROM CAPITAL SURPLUS**

The board of Directors of the Corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

## **ARTICLE IX**

### **CORPORATE OFFICERS**

The officers of this Corporation shall consist of a President and a Secretary and such other other officers as the Board of Directors shall from time to time establish and appoint. Two or more of said officers may be held by one and the same person. The office of President and Secretary may be held by the same person.

Said officers shall be elected by the Board of Directors, either at their first meeting after their election at the annual shareholders' meeting, or at any subsequent meeting, and shall hold office for the term of one year and until their successor are elected and qualified.

Until the first meeting of the Directors after the first annual meeting of the stockholders, and until their successors shall have been elected and qualified, the following persons shall serve as Officers in the capacity indicated:

President  
Angelica San Filippo

Secretary  
Stuart Schurman

## **ARTICLE X**

### **INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its existing and former Directors, Officers, Employees and Agents against all expenses incurred by them, and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any way, legal action brought or threatened against any of them for an account of any action or omission alleged to have been committed while acting within the scope of employment as Director, Officer, Employee or Agent of the Corporation, whether or not any action is or has been filed against them and whether legal action brought or threatened is by or in the right of the Corporation, or by another person. Whenever any existing or former Director, Officer, Employee or Agent shall report to the President of the Corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise of a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a Director, Officer, Employee or Agent of the Corporation, the Board of Directors shall, at its next regular or at a special meeting held within

## ARTICLE XII

### STATUTORY AGENT

The name and address of the initial statutory agent of the  
Corporation is:

Stuart Schurman  
7830 Pine Tree Lane  
West Palm Beach, Florida 33406

The undersigned Incorporators have executed this Articles of Incorporation this 29<sup>th</sup>  
day of July 1996.

  
Angelica San Filippo

  
Stuart Schurman

I hereby am familiar with and accept the duties & responsibilities for said corporation.

  
Stuart Schurman, Registered Agent

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