

P960000073818

09-05 10:11

3350

ACE INDUSTRIES/PRINTING CORP. INC.

PAGE

FILED

96 SEP -5 7:30

FILE

FILE

9/05/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:51 AM

((H96000012384 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: MILLIONAIRE PRODUCTIONS, INC.
AUDIT NUMBER.....H96000012384
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 6
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

09-05 10:11
3350
ACE INDUSTRIES/PRINTING CORP. INC.
PAGE

9-6

**ARTICLES OF INCORPORATION
OF
MILLIONAIRE PRODUCTIONS, INC.**

H96-12384
FILED
96 SEP -5 11 21 39
CLERK OF COURT
FLORIDA

Article I Name

The name of this corporation is **MILLIONAIRE PRODUCTIONS, INC.**

Article II - Duration

This corporation shall commence on the date of these Articles into perpetuity.

Article III Purpose

This corporation is primarily organized to provide personal artist management and promotion for the production, management, enhancement, and distribution of artists' materials and appearances and in this capacity, provide guidance, training, education, and direction, inclusive of negotiating contracts and agreements in relationship to engaging in any activity that relates to the creative fields of art within the entertainment industry. This corporation shall further provide oversight in the establishment and selection of sound stages and studios, theater, dance, production, voice, music, set design, set technical aspects, lighting, sound and sound engineering, and, in general, provide artist representation and management that relates to artist development, personal appearances, and promotion inclusive of the production of any form of entertainment media such as the recording of videos, compact discs, tapes, records, films, etc.

All of the above activities shall be conducted in such a way and manner as to be in strict compliance with standards and regulations set forth by any professional or business licensing agency of any State in which they may do business as well as transacting any and all other

lawful business including the power:

PREPARED BY:
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-350-2571

H96-12384

H96-12384

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to, and use as credit to assist, its officers and employees in accordance with Florida Statute 607.141.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

H96-12384

H96-12384

- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- l) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- m) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, subsidiary, or other enterprise.
- q) To provide education, training, apprenticeships, internships and employment opportunities and programs to deal with employment issues of the disadvantaged and provide technical career training or retraining.
- r) To have and exercise all powers necessary or convenient to effect its purposes.

Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total

H96-12384

H96-12384

sum of 10,000 shares, having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 15832 NW 37th Court, Miami, Florida 33054 and the name of the initial registered agent of this corporation at that address is JEROME ROSS.

Article VII - Principal Offices

The principal place of business and mailing address of this corporation shall be: 15832 NW 37th Court, Miami, Florida 33054.

Article VIII - Initial Board Of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

JEROME ROSS
15832 NW 37th Street
Miami, FL 33054

Leonard Jones
281 NW 52nd Street
Miami, FL 33127

Edward Reid
11401 SW 214 Street
Miami, FL 33189

H96-12384

HQ6-12384

Article IX Incorporation

The name and address of the person(s) signing these Articles:

JEROME ROSS
15832 NW 37th Court
Miami, FL 33054

Article X - Bylaws

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

Article XI Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of August, 1996.


Jerome Ross, Incorporator

HQ6-12384

REGISTERED AGENT

Having been named a Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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.

Jerome Ross
JEROME ROSS, Registered Agent

STATE OF FLORIDA**COUNTY OF DADE**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared **JEROME ROSS**, who is

[] personally known to me, or

[✓] produced a(n) Driver's License identification,

who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and County aforesaid this 17th Day of August, 1996.

James L. Pruney
Notary Public
State of Florida at Large



JAMES L. PRUNEY
My Commission OC300887
Expires Aug. 08, 1997
Issued by ANS
800-888-8878

HA16-12384