

P96000094021  
APPEL, BLECKER & LEWINGER

Certified Public Accountants

November 6, 1996

Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32399

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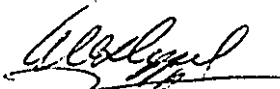
Re: Varone Entertainment, Inc.

Gentlemen:

We wish to expedite these Articles of Incorporation immediately,

Thank you very much.

Cordially yours,

  
Allan F. Appel, CPA

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95 NOV 13 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**VARONE ENTERTAINMENT, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

**VARONE ENTERTAINMENT, INC.  
940 Royal Palm Blvd. - # 509  
Coral Springs, Florida 33065**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### **ARTICLE IV**

This corporation shall commence its existence effective as of OCTOBER 30, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be at 899 WEST CYPRESS CREEK ROAD, SUITE 321, FT. LAUDERDALE, FLORIDA 33309, with the privilege of having its offices and branches at other places within or without the State of Florida. The initial registered agent at that address shall be ALLAN F. APPEL.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **ARTICLE VII**

The name and address of the first directors (s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

**PHILIP VARONE AND PHILIP VARONE, JR.  
899 WEST CYPRESS CREEK ROAD - SUITE 321  
FT. LAUDERDALE, FLORIDA 33309**

#### **ARTICLE VIII**

The name and address of the Incorporator (s) is PHILIP VARONE, 899 WEST CYPRESS CREEK ROAD, SUITE 321, FT. LAUDERDALE, FLORIDA 33309.

#### **ARTICLE IX**

No contract or other transaction between this corporate and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, of any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


#### **ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### **ARTICLE XI**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5 day of November, 1996.

  
\_\_\_\_\_  
PHILIP VARONE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

96 NOV 13 PM 10:18

In compliance with the laws of Florida, the following is submitted:

First, VARONE ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida, has named ALLAN F. APPEL, County of BROWARD, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325 F.S.

  
\_\_\_\_\_  
REGISTERED AGENT

DATED: This 29<sup>th</sup> day of October, 19 96