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TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORP.  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

600002003226--8  
-11/13/96--01145--018  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: NORTHSTAR ENTERTAINMENT AND DISTRIBUTION GROUP, INC.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of  
incorporation and our check for \$ 122.50

FROM:

EDWARD DEADATO OLIVEIRA  
3640 N. FEDERAL HIGHWAY  
LIGHTHOUSE POINT, FL 33064

FILED  
96 NOV 13 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOV 18 1996

BSB

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

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**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NORTHSTAR ENTERTAINMENT AND DISTRIBUTION GROUP, INC.**

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

**Article I Name**

The name of the corporation shall be: **NORTHSTAR ENTERTAINMENT AND DISTRIBUTION GROUP, INC.**

**Article II Principal Office**

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

**3640 N. FEDERAL HIGHWAY  
LIGHTHOUSE POINT, FL 33064**

**Article III Capital stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **1000 Shares Common**

**Article IV Initial Registered Agent And Street Address**

The name and address of initial registered agent is:

**HARRY J. JENZANO JR.  
3640 N. FEDERAL HIGHWAY  
LIGHTHOUSE POINT, FL 33064**

ARTICLE V INCORPORATOR(S)

The name(s) and Address(es) of the Incorporator(s) to these Articles Of Incorporation is(are):

EDWARD DEADATO OLIVEIRA  
3640 N. FEDERAL HIGHWAY  
LIGHTHOUSE POINT, FL 33064

The undersigned incorporator(s) has(have) Executed these Articles of Incorporation this 12th day of NOVEMBER, 1996.

Signature(s)

  
EDWARD DEADATO OLIVEIRA

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.


1. The name of the Corporation is: NORTHSTAR ENTERTAINMENT AND DISTRIBUTION GROUP, INC.

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

HARRY J. JENZANO JR. of  
HARRY J. JENZANO JR. & CO.  
3640 N. FEDERAL HIGH. AY  
LIGHTHOUSE POINT, FL 33064

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_

  
HARRY J. JENZANO JR.

DATE \_\_\_\_\_

11-12-96

REGISTERED AGENT FILING FEE : \$35.00