

11/25/96 MON 10:08 PM (305) 579-9749

11/25/96  
3:11 PM

**P96000096269**

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016663 2))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: ZUCKERMAN, SPAEDER, TAYLOR & EVANS  
075467000342

ACCT#:

CONTACT: BETH A MARLEY  
PHONE: (305) 358-5000

FAX #:

(305) 579-9749

NAME: FIRST ENTERTAINMENT ACQUISITION CORPORATION

AUDIT NUMBER.....H96000016663

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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>:

FILED  
96 NOV 25 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11/25/96 3:11 PM  
P96000096269

996A-53600

nc 11-24-96

H96000016663 2

**ARTICLES OF INCORPORATION  
OF  
FIRST ENTERTAINMENT ACQUISITION CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is:

FIRST ENTERTAINMENT ACQUISITION CORPORATION

**ARTICLE II**

The mailing address of the corporation is:

c/o Zuckerman, Spaeder, Taylor & Evans  
201 South Biscayne Boulevard, Suite 900  
Miami, Florida 33131

The address of the principal office is not known as of the date hereof.

**ARTICLE III**

The duration of this corporation is to be perpetual.

**ARTICLE IV**

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

**ARTICLE V**

The corporation shall have authority to issue 1,000 shares, all of one class, without par value.

Prepared by:  
Michael Steven Greene, Esq., FL Bar No.: 293441  
Zuckerman Spaeder Taylor & Evans, LLP  
201 South Biscayne Blvd., Suite 900  
Miami, FL 33131  
Phone No.: (305) 358-5000

H96000016663 2

FILED  
96 NOV 25 PM 4:21  
SECRET  
TALLAHASSEE, FLA.

H96000016663 2

**ARTICLE VI**

The address of the initial registered office is 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131. The name of the corporation's registered agent at such address is MICHAEL STEVEN GREENE, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The certificate and written acceptance with respect to the registered office and registered agent appears at the conclusion of these Articles.

**ARTICLE VII**

The number of directors constituting the Board of Directors shall be fixed as provided by the by-laws, but shall not be fixed at less than one.

**ARTICLE VIII**

The number of directors constituting the initial board of directors is ONE, whose name and address is:

MICHAEL STEVEN GREENE  
201 South Biscayne Boulevard, Suite 900  
Miami, Florida 33131

**ARTICLE IX**

The name and address of the Incorporator is MICHAEL STEVEN GREENE, 201 South Biscayne Boulevard, Suite 900, Miami, Florida 33131.

**ARTICLE X**

This corporation shall indemnify and hold harmless and may insure its incorporator, officers and directors to the fullest extent permitted by law.

**ARTICLE XI**

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, MICHAEL STEVEN GREENE, being the Incorporator of this corporation, make and file these Articles of Incorporation this 25th day of November, 1996.

  
MICHAEL STEVEN GREENE, INCORPORATOR

H96000016663 2

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

IN COMPLIANCE WITH SECTION 48.091, AND CHAPTER 607, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

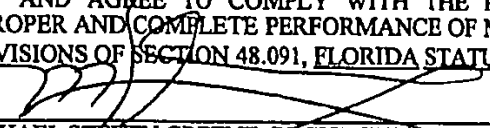
FIRST ENTERTAINMENT ACQUISITION CORPORATION, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED MICHAEL  
STEVEN GREENE, AN INDIVIDUAL WHO RESIDES IN THE STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. MICHAEL STEVEN GREENE'S BUSINESS OFFICE  
IS IDENTICAL WITH THE REGISTERED OFFICE HEREUNDER FOR SERVICE OF PROCESS, AS  
FOLLOWS:

REGISTERED OFFICE AND REGISTERED AGENT:  
MICHAEL STEVEN GREENE  
201 SOUTH BISCAYNE BOULEVARD, SUITE 900  
MIAMI, FLORIDA 33131

  
MICHAEL STEVEN GREENE, INCORPORATOR

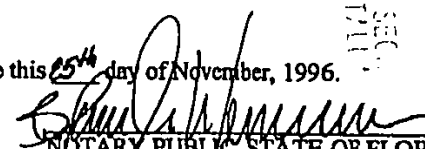
**WRITTEN ACCEPTANCE BY AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH  
ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM  
FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS  
POSITION, INCLUDING THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES.

  
MICHAEL STEVEN GREENE, REGISTERED AGENT FOR  
FIRST ENTERTAINMENT ACQUISITION CORPORATION

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of November, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

[NOTARIAL SEAL]

brm\corp\first entertainment aoi



BLANCA R. MENESES  
My Comm Exp. 3/18/97  
Bonded By Service Ins  
No. CC266889

☒ Person by Name    ☐ Other to