

P96000099266

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: LONG TALK SALLEY ENTERTAINMENT, INC.  
(Proposed corporate name - must include suffix)

400002018944--1  
-12/04/96--01016--016  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANTHONY WILLIARD, ESQ.  
Name (Printed or typed)

THE STERLING GROUP, INC.  
153 EAST PALMETTO PARK ROAD, SUITE 200  
Address

BOCA RATON, FL 33432  
City, State & Zip

561.361.7554  
Daytime Telephone number

FILED  
96 DEC -5 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Anthony GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 12-9-96  
DATE 12-9-96  
DOC. EXAM BC

NOTE: Please provide the original and one copy of the articles.

12-9-96  
JR

**ARTICLES OF INCORPORATION  
OF  
LONG TALL SALLEY ENTERTAINMENT, INC.**

FILED  
96 DEC -5 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Long Tall Salley Entertainment, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is Long Tall Salley Entertainment, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence upon filing with  
the Secretary of State, State of  
Florida.

**ARTICLE III. PRINCIPLE PLACE OF BUSINESS**

The principle place of business shall be 2765 Brickel Court, Miami FL 33129.

**ARTICLE IV. DURATION**

The corporation will exist perpetually.

**ARTICLE V. PURPOSE**

This corporation shall serve as holding company that may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the holding company is organized are as follows:

To serve as an investment company formed to own a controlling interest in one or more subsidiary companies, foreign or domestic and to engage in the business of the distribution of goods and services.

#### **ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of Class A common stock, having a par value of \$1.00 per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 153 East Palmetto Park Road, Suite 212, Boca Raton, FL 33432 and the name of the corporation's initial registered agent at the address is Anthony Hilliard, Esq.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than four (4). The name and street address of the initial director is:

| <u>Name</u>                                      | <u>Address</u>                       |
|--|--------------------------------------|
| John T. Salley-<br>President/Secretary/Treasurer | 2765 Brickel Court<br>Miami FL 33129 |

#### **ARTICLE IX. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The name and street addresses of the original shareholders are:

| <u>Name</u>  | <u>Address</u>                       |
|--|--------------------------------------|
| John T. Salley<br>Class A common stock - 1000 shares | 2765 Brickel Court<br>Miami FL 33129 |

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator are:

| <u>Name</u>    | <u>Address</u>                       |
|----------------|--------------------------------------|
| John T. Salley | 2765 Brickel Court<br>Miami FL 33129 |

The incorporator of the corporation assigns his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE XI. CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In the voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

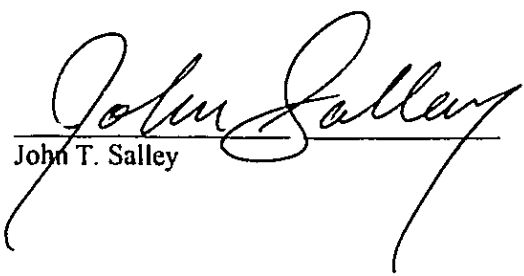
#### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE XIII. BYLAWS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of November, 1996.

  
John T. Salley

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

PURSUANT TO THE PROVISIONS OF SECTION 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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LONG TALL SALLEY ENTERTAINMENT, INC.

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

ANTHONY HILLIARD, ESQ.  
(NAME)

THE STEELING GROUP, INC  
153 EAST PALMETTO PARK ROAD, SUITE 212  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

BOCA RATON FLORIDA 33432  
(CITY/STATE/ZIP)

*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 obligations of my position as registered agent.*

  
(SIGNATURE)

2 DECEMBER 1996  
(DATE)

FILED  
DEC -5 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32304