



**PA6000101142**  
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**Attorneys At Law**

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Alfred I. Dupont Building  
169 East Flagler Street  
Suite 1000  
Miami, Florida 33131

Please respond to:  
Hollywood Office (X)  
Miami Office ( )

TELEPHONE:  
954 894-8000  
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954 894-8015

December 10, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/13/96--01035--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CFP ENTERPRISES, INC.

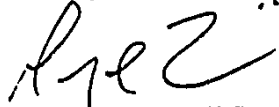
Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the sum of \$122.50 representing the following:

Filing Fee and	
Registered Agent's Fee	\$ 70.00
Fee for Certified Copy	<u>\$ 52.50</u>
TOTAL:	\$122.50

Once the Articles of Incorporation have been filed, please return the certified copy in the stamped, self addressed envelope to our office.

Sincerely,

  
GARY S. PHILLIPS

GSP:pja  
Enclosure

FILED  
96 DEC 13 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 12/16/96

ARTICLES OF INCORPORATION

OF

CFP ENTERPRISES, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

The name of the Corporation shall be: CFP ENTERPRISES, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles.

ARTICLE III  
PURPOSE

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares").

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 3800 Galt Ocean Drive, Apartment 1505, Fort Lauderdale, Florida 33308.

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Blvd, Suite 265 South, Hollywood, Florida 33021, the name of the initial registered agent is Gary S. Phillips, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name of the Director is:

Bruce Engleman  
Sole Director

The address of the Director is:

8 Bayberry Hill Lane  
Uncasville, Connecticut

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Gary S. Phillips, 4000 Hollywood Blvd, Suite 265 South, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

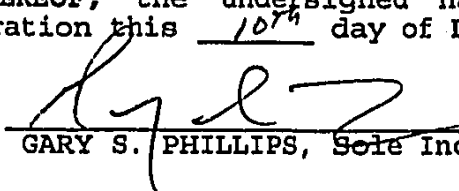
**ARTICLE X**  
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI**  
**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision 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 has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
GARY S. PHILLIPS, Sole Incorporator

STATE OF FLORIDA     )  
                              )  
COUNTY OF BROWARD    )

SS:

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Gary S. Phillips, personally known to me or has produced \_\_\_\_\_, to be the person who, as Sole Incorporator, executed the foregoing Articles of Incorporation of On Top Productions, Inc. and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State aforesaid, this 10th day of December, 1996.

Mary Kathryn Brown  
Notary Public, State of Florida

My commission expires:

MY COMMISSION # 0057002 EXPIRES  
SEPTEMBER 12, 2000  
DO NOTED THAT THEY HAVE INSURANCE, INC.



ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 10<sup>th</sup> DAY OF DECEMBER, 1996.

By: \_\_\_\_\_

  
Gary S. Phillips

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA