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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: DALENCOUR INTERNATIONAL ENTERPRISES, INC.
AUDIT NUMBER.....H96000017981
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF
DALENCOUR INTERNATIONAL ENTERPRISES, INC.**

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The undersigned, 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 is DALENCOUR INTERNATIONAL ENTERPRISES, INC.

**ARTICLE II
DURATION**

The duration of existence of the corporation is perpetual.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares that the corporation has authority to issue is 1000 shares, all of which shall be common shares with a par value of \$ 10.00 per share.

**ARTICLE IV
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stocks shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire any issued or treasury shares.

**ARTICLE V
REGISTERED OFFICE**

The name of the registered agent is Phillip J. Brutus, Esquire. The street address of the initial registered office of the corporation is 4484 Adams Avenue, Miami Beach, Florida 33140.

DOC. PREPARED BY:
Philippe J. Brutus
645 N.E. 127th ST.
N. Miami, FL 33161
(305) 899-0411

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**ARTICLE VI
DIRECTORS**

The initial board of directors of the corporation shall consist of (2) two members.
The names and addresses of the first board of directors and initial incorporators are as follow:

NAMES**TITLES****ADDRESSES****LESLIE A. DALENCOUR****Pres./Sec./Treas.****4484 Adams Avenue
Miami Beach, Florida 33140****ARTICLE VII
BUSINESS AND MAILING ADDRESS OF THE CORPORATION**

The initial business and mailing address of the corporation is 4484 Adams Avenue, Miami Beach, Florida 33140.

ARTICLE VIII

The corporation shall commence its existence on the date of filing of the Articles of Incorporation.

**ARTICLE IX
CORPORATE PURPOSE**

The purpose for which the corporation is organized is to operate a modeling and talent agency and produce television programming. Furthermore, the purpose of the corporation is to engage in any lawful business or activities related to the stated purpose; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

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IN WITNESS WHEREOF, I have subscribed my name this 1st day of December 1996.

LESLIE ANNE DALENCOUR, Pres./Sec./Treas.

STATE OF FLORIDA)
) :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **LESLIE ANNE DALENCOUR**, who presented his Driver's License as Identification and stated that he is the person described herein, took an oath and acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 18 day of December 1986.

NOTARY PUBLIC STATE OF FLORIDA
My Commission expires _____

REGISTERED AGENTS CERTIFICATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED:

Phillip J. Brutus Esquire



PHILLIP J BRUTUS
My Commission 00840817
Expires Mar 10, 2000

THIS DOCUMENT WAS PREPARED BY:
PHILIPPE J. DRUTUS, ESQUIRE
680 N.E. 187 STREET
NORTH MIAMI, FLORIDA 33161
LONGA DIAL NO.: 600711

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