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Charter Number Only

George 4/7/97

George Tavares
Requestor's Name
407 LINCOLN Road #704
Address
Miami Beach, FL 33339
City State ZIP Phone
532-6100

VALIDATION ONLY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

CORPORATION(S) NAME

Bonafide Entertainment, Inc.



Florida Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reservation	<input type="checkbox"/> Certificate Under Seal	
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

K.P. APR - 9 1997

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CIVIL SERVICE
CORPORATION

LAW OFFICES
LAURENCE FEINGOLD
PROFESSIONAL ASSOCIATION

DADE (305) 538-1686
FAX (305) 532-6101

407 LINCOLN ROAD
SUITE 704
MIAMI BEACH, FLORIDA 33139

George M. Tavares, Jr.
of Counsel

April 7, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of: BONAFIDE ENTERTAINMENT, INC.

Gentlemen:

Enclosed please find the following documents for filing for the above corporation:

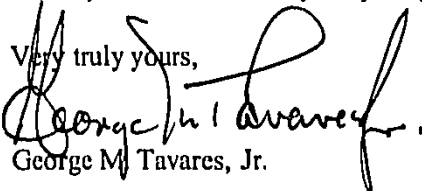
1. Original and two copies of Articles of Incorporation;
2. Original and two copies of certificate designating Resident Agent and Acceptance of Agent,
3. My check in the amount of \$122.50 as payment for the following:

Filing Fee	\$ 35.00
Certificate of Designating Resident Agent	\$ 35.00
Certified Copy of Charter	<u>\$ 52.50</u>
	\$122.50

Enclosed for your convenience is a self-addressed, prepaid express mail envelope to send me a certified copy of the Articles of Incorporation, and the Certificate of Designating Resident Agent.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


George M. Tavares, Jr.

GMT/jln
{70224-ARTofINC[BONAFIDE ENT.INC.]}

**ARTICLES OF INCORPORATION
OF
BONAFIDE ENTERTAINMENT, INC.**

ARTICLE I

[CORPORATE NAME]

The name of this corporation is BONAFIDE ENTERTAINMENT, INC.

ARTICLE II

[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III

[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description. To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainments including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

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TALLAHASSEE, FLORIDA

ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

18340 N.W. 68th Avenue, Suite D
Miami, Florida 33015

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

18340 N.W. 68th Avenue, Suite D
Miami, Florida 33015

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each which shall be designated as "Common Shares".

ARTICLE VII

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 18340 N.W. 68th Avenue, Suite D
Miami, Florida 33015

Name of Initial Registered Office: BONAFIDE ENTERTAINMENT, INC.

Name of Initial Registered Agent: RANDY RUSSELL JOSEPH

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX

[INITIAL DIRECTOR]

The name and address of the initial director of this corporation is as follows:

TITO MARIO SMITH
18340 N.W. 68th Avenue, Suite D
Miami, FL 33015

ARTICLE X

[BOARD OF DIRECTORS]

The corporation shall have one (1) director initially. The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

TITO MARIO SMITH
18340 N.W. 60th Avenue, Suite D
North Miami, Florida 33015

ARTICLE XII

[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami, Dade County, Florida, this 27th day of February 1997.

Signed: Tito Smith, Director & Incorporator
TITO MARIO SMITH

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME personally appeared **TITO MARIO SMITH**


with knowledge that he is the Incorporator named in the

foregoing Articles of Incorporation and he acknowledged,

before me, that he executed the foregoing Articles of

Incorporation.

SWORN TO AND SUBSCRIBED before me this 27th day of February, 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name: **GEORGE M. TAVARES, JR.**

My Commission Expires:

GEORGE M TAVARES JR
My Commission CC582714
Expires Jun. 18, 2000

C E R T I F I C A T E

DESIGNATING PLACE OF BUSINESS OR DOMOCILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

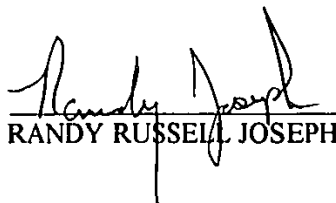
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - THAT **BONAFIDE ENTERTAINMENT, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, COUNTY OF DADE AND STATE OF FLORIDA, HAS NAMED **RANDY RUSSELL JOSEPH**, WITH OFFICES LOCATED AT 16600 S. W. 102nd COURT, CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33157-3131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - 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: MIAMI, FLORIDA
27 FEBRUARY 1997

By:


RANDY RUSSELL JOSEPH

STATE OF FLORIDA)
COUNTY OF DADE)

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NOTARY PUBLIC
STATE
OF FLORIDA
MIAMI

The foregoing instrument was acknowledged before me this 27th day of February 1997, by Randy Russell Joseph, who is personally known to me or who has produced, as identification, his driver's license issued by the State of Florida and who did take an oath.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name: GEORGE M. TAVARES, JR.

My commission expires:
[70224-ART of INC-[BONAFIDE ENT.INC.]]



GEORGE M TAVARES JR
My Commission CC582714
Expires Jun. 18, 2000