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THE LAW OFFICES OF
ROBERT B. RESNICK, ESQ.

Telephone (954) 677-7771 Facsimile (954) 677-7757

3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

April 17, 1997

Secretary of State
Division of Corporations
The Capitol Building
Tallahassee, FL 34203

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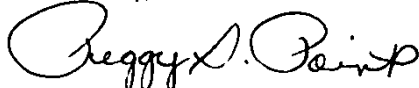
Re: Incorporation

Dear Sir/Madam:

Kindly find enclosed herewith the original and one (1) copy of the Articles of Incorporation for Butter Entertainment, Inc., together with our check in the sum of \$70.00 to cover the cost of filing same.

Please return a stamped copy to our office in the enclosed self-addressed, stamped envelope.

Sincerely,



PEGGY S. POINT
Paralegal for the Firm

:psp
encl.

FILED
97 APR 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nr 4/25/97

**Articles of Incorporation
of
Butter Entertainment, Inc.**

FILED

97 APR 24 AM 9:05

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned natural person, having capacity and acting as the incorporator of this corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation, to wit:

Article One - Name and Address: The name of the corporation is: **Butter Entertainment, Inc.**, whose mailing is 3020 N.W. 33rd Avenue, Fort Lauderdale, Florida 33311.

Article Two - Commencement: The corporation is to commence its existence upon the filing of these articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in a manner prescribed by law.

Article Three - Purpose and Duration: The purpose of the corporation is to engage in for profit, any lawful act or activity for which corporations may be organized under the laws of the Florida General Corporation Act, and the corporation shall have such powers as are necessary to effectuate the purpose herein stated.

Article Four - Capital Stock: The maximum number of shares which the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares one (\$1.00) dollar par value common stock.

Article Five - Preemptive Rights: The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest share) at the price it is offered to others, for any unauthorized, but unissued common or treasury stock of the corporation to be issued.

Article Six - Management: The activities and affairs of the corporation shall be managed by a board of directors, the number of which shall be from time to time fixed by the by-laws of the corporation; but in no event shall the number be less than two (2). The Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are as follows:

Keith McDaniels

3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

Michael Hanse

3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

Article Seven - Indemnification: The corporation shall have the power to enter into an indemnity agreement with any officer, director or registered agent, or any former officer or director, indemnifying the same to the fullest extent permitted by law.

Article Eight - Initial Registered Agent and Office: The initial registered agent of the corporation and the street address of the initial registered office of the corporation in the State of Florida is:

Robert B. Resnick, Esq. 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

Article Nine - Incorporator: The name and address of the incorporator thereunder is:

Robert B. Resnick, Esq. 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now, or hereafter prescribed by the State of Florida, and all rights and powers conferred on the directors and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby make, follow and record these Articles, and certifies the facts herein stated are true.


Robert B. Resnick, Esq., Incorporator

State of Florida }
 } SS:
County of Broward }

BEFORE ME, the undersigned authority, a notary public, in and for the State of Florida, at large, personally appeared **Robert B. Resnick, Esq.**, who identified himself with a Florida driver's license, and who acknowledged execution of the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal in the State and County last aforesaid, this 17 day of April, 1997.


Notary Public



PEGGY S. POINT
COMMISSION # CC 347071
EXPIRES MAR. 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

Acceptance by Registered Agent

I, **Robert B. Resnick, Esq.**, hereby accept the position of Registered Agent for the corporation to be known as **Butter Entertainment, Inc.**, and I agree to perform the duties of registered agent as required by the laws of the State of Florida.


Robert B. Resnick, Esq., Registered Agent

State of Florida }
 } SS:
County of Broward }

BEFORE ME, the undersigned authority, a notary public, in and for the State of Florida, at large, personally appeared **Robert B. Resnick, Esq.**, who identified himself with a Florida driver's license, and who acknowledged execution of the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal in the State and County last aforesaid, this 18 day of April, 1997.


Notary Public



PEGGY S. POINT
COMMISSION # CC 347071
EXPIRES MAR. 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

FILED
97 APR 24 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA