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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LIVINGSTONE ENTERTAINMENT, INC.  
AUDIT NUMBER.....H97000012596  
DOC TYPE.....FLORIDA-PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
LIVINGSTONE ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is LIVINGSTON ENTERTAINMENT, INC..

2. **Duration.** The period of duration is perpetual.

3. **Purpose.** The purpose is to engage in artist management and development, presenting and producing agents and to engage in any activities under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$ .01 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.  
1444 Biscayne Boulevard, Suite 220  
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Nathaniel Benson  
9800 S.W. 13 Court  
Pembroke Pines, Florida 33025

Document Prepared by:  
STANLEY E. JOHNSON, JR., ESQ.  
1444 Biscayne Boulevard  
Suite 220  
Miami, Florida 33132  
Tel. (305) 372-2797  
Florida Bar No. 472395

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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Nathaniel Benson  
9800 S.W. 13 Court  
Pembroke Pines, Florida 33025

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Nathaniel Benson  
9800 S.W. 13 Court  
Pembroke Pines, Florida 33025

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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Articles of Incorporation  
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1 day of August, 1997.

Nathaniel Benson  
Nathaniel Benson, Incorporator

Stanley E. Johnson, Jr.  
Stanley E. Johnson, Jr., Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared Nathaniel Benson, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced \_\_\_\_\_ as identification or ☒ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of August, 1997.

Angeline Q. Butler  
Notary Public  
State of Florida

My Commission Expires:



ANGELINE Q BUTLER  
My Commission CC821839  
Expires Jan. 04, 2000

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced \_\_\_\_\_ as identification or ☒ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of August, 1997.

Angeline Q. Butler  
NOTARY PUBLIC STATE OF FLORIDA

H 970000 12596

My Commission Expires:



ANGELINE Q BUTLER  
My Commission CC821839  
Expires Jan. 04, 2000

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STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

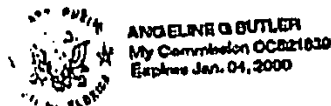
The undersigned being the duly elected and acting Director/President for LIVINGSTONE ENTERTAINMENT, INC. does on behalf of LIVINGSTONE ENTERTAINMENT, INC. certify that he is familiar with and accepts the duties and responsibilities of Director/President for LIVINGSTONE ENTERTAINMENT, INC.

By: Nathaniel Benson  
NAME: Nathaniel Benson  
TITLE: Director/President

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of August, 1997 by Nathaniel Benson, who has produced \_\_\_\_\_ as identification for LIVINGSTONE ENTERTAINMENT, INC.  
or ✓ is personally known by me.

Angeline Q. Butler  
Name: \_\_\_\_\_  
Notary Public



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STATE OF FLORIDA )  
COUNTY OF DADE )

The undersigned being the duly elected and acting Register Agent for LIVINGSTONE ENTERTAINMENT, INC. does on behalf of LIVINGSTONE ENTERTAINMENT, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for LIVINGSTONE ENTERTAINMENT, INC.

By: Stanley E. Johnson, Jr.  
Name: Stanley E. Johnson, Jr.  
Title: Register Agent.

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 1st day of August, 1997 by Stanley E. Johnson, Jr., who has produced as identification for LIVINGSTONE ENTERTAINMENT, INC. or \_\_\_\_\_ is personally known by me.



ANDOLINE G BUTLER  
My Commission OC621839  
Expires Jan. 04, 2000

Name: \_\_\_\_\_  
Notary Public. \_\_\_\_\_

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