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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 536422 119060A

AUTHORIZATION :

*Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : September 19, 1997

ORDER TIME : 12:12 PM

ORDER NO. : 536422-005

600002298426--8

CUSTOMER NO: 119060A

CUSTOMER: Ashling Roche, Esq  
ASHLING M. ROCHE, P.A.

Sunrise Bay Bldg., Suite 310  
2701 East Sunrise Boulevard  
Fort Lauderdale, FL 33304

DOMESTIC FILING

NAME: H.O.T. PROMOTIONS &  
ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
SEP 19 1997  
PM 1:55  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
FILED

SN SEP 19 1997

**ARTICLES OF INCORPORATION  
OF  
H.O.T. PROMOTIONS & ENTERTAINMENT, INC.**

**FILED**  
97 SEP 19 PM 2:38  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of this corporation is **H.O.T. Promotions & Entertainment, Inc.**

**ARTICLE TWO**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

**ARTICLE THREE**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 (ten thousand) shares of common stock of the par value of .01 (one cent) per share.

These shares shall carry preemptive rights.

**ARTICLE FOUR**

The amount of capital with which the corporation will begin business will not be less than \$500.00 (five hundred) dollars.

**ARTICLE FIVE**

The corporation shall have perpetual existence.

#### **ARTICLE SIX**

The initial street address of the principal office of the corporation will be 4502 West Hallandale Beach Blvd., Pembroke Park, Florida 33023.

#### **ARTICLE SEVEN**

The number of directors will not be less than one.

#### **ARTICLE EIGHT**

The members of the first Board of Directors are to be determined at the first organizational meeting.

#### **ARTICLE NINE**

The name and street address of the subscriber to the Articles of Incorporation is:

1. Frank Murray                      4502 West Hallandale Beach Blvd.  
Pembroke Park, Florida 33023.

#### **ARTICLE TEN**

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

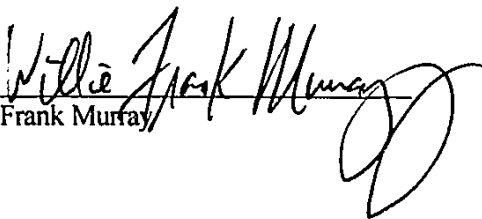
Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and not

withstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

#### ARTICLE ELEVEN

The registered agent for the corporation shall be Ashling Roche. The place designated for service of process shall be 2701 East Sunrise Blvd., Suite #310 Fort Lauderdale, Florida 33304.

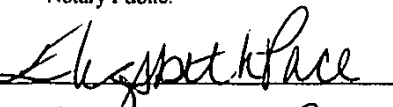
WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 16th day of September, 1997.

  
Willie Frank Murray

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 16th day of September, 1997 by Frank Murray. He is personally known to me did not take an oath.

Notary Public:

sign   
print Elizabeth Pace

State of Florida at Large (Seal)  
My Commission Expires: 2000



Elizabeth Pace  
My Commission CC588932  
Expires Sep. 20, 2000

**CERTIFICATE DESIGNATING**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

**H.O.T. PROMOTIONS & ENTERTAINMENT, INC.**

2. The name and address of the registered agent and office is:

Ashling Roche  
2701 East Sunrise Blvd., Suite #310  
Fort Lauderdale, Florida 33304.

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature

  
(Registered Agent)

Date

9.16.97

FILED  
97 SEP 19 PM 2:38  
TALLAHASSEE, FLORIDA