

# P97000082777

USA Entertainment, Inc.  
647 E. Dania Beach Blvd.  
Dania, FL 33004

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 SEP 22 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau SEP 24 1997

Examiner's Initials	
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**ARTICLES OF INCORPORATION**  
**OF**  
**USA ENTERTAINMENT, INC.**

**FILED**  
**97 SEP 22 PM 2:20**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is **USA ENTERTAINMENT, INC.**, and its principal place of business shall be located at 647 E. Dania Beach Blvd., Dania, Florida 33004.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designed as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this corporation is 647 E. Dania Beach Blvd., Dania, Florida 33004, and the name of the initial registered agent of this corporation at that address is **GREG KARAN**.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have one (1) Director who shall serve until their successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Director is as follows:

**NAME**

**ADDRESS**

**GREG KARAN**

647 E. Dania Beach Blvd.  
Dania, Florida 33004

**ARTICLE VIII - OFFICERS**

The initial officers of the corporation shall be elected at the first meeting of the directors and shall serve until their successors shall be elected or appointed.

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

**NAME**

**ADDRESS**

**GREG KARAN**

647 E. Dania Beach Blvd.  
Dania, Florida 33004

**ARTICLE X - INDEMNIFICATION**

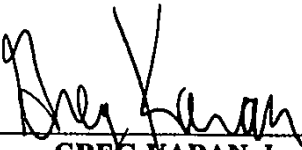
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his duties as an Officer or Director as provided 607.0831, Florida Statutes (1990).

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 9-18, 1997

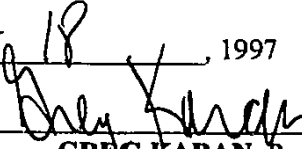
By:   
GREG KARAN, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that USA ENTERTAINMENT, INC., desiring to organize or qualify under the laws of the State of Florida, has named GREG KARAN at 647 E. Dania Beach Blvd., Dania, Florida 33004, as its agent to accept service of process within Florida.

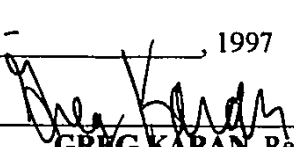
Dated: 9-18, 1997

By:   
GREG KARAN, Registered Agent

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 9-18-, 1997

By:   
GREG KARAN, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA