

# LAW OFFICE

John R. Geiger, P.A.

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John R. Geiger, Esq.

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Transmittal Letter

14 October 1997

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-10/16/97--01079--004  
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Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Four to the Measure Entertainment Group, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 for the following:

\$35.00 Filing Fee  
\$35.00 Registered Agent  
\$52.50 Certified Copy

Please direct the certified copy and any questions you may have to:

John R. Geiger  
John R. Geiger, P.A.  
4475 US 1 South #406  
St. Augustine, FL 32086

Phone: (904) 794-2244

Sincerely,  
John R. Geiger, P.A.

By:   
John R. Geiger  
For the Firm

FILED  
97 OCT 16 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
10/17/97

**ARTICLES OF INCORPORATION  
of  
FOUR TO THE MEASURE  
ENTERTAINMENT GROUP, INC.**

**FILED**  
97 OCT 16 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE I.  
NAME**

The name of this corporation shall be Four to the Measure Entertainment Group, Inc.

**ARTICLE II.  
PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be at:

Four to the Measure Entertainment Group, Inc.

C/O Ms. Maria Whitley

3400-E US 1 South, Suite D

St. Augustine, FL 32086

or such other location as time to time determined by the board of directors.

**ARTICLE III.  
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE IV.  
PURPOSE**

The purpose for which the corporation is organized is the transaction of all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

**ARTICLE V.  
SHARES**

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 500 shares of common stock.

**ARTICLE VI.  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

Ms. Maria Whitley

3400-E US 1 South, Suite D

St. Augustine, FL 32086

**ARTICLE VII.  
PREEMPTIVE RIGHTS**

Directors of the corporation have the power to approve shareholders and remaining holders (if any) of the initial stock offering and reserve the right of first refusal on all stock offers, sales or exchanges. Stock offers, exchanges and sales must be approved by a majority of the directors at a duly called board meeting.

**ARTICLE VIII.  
DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time as prescribed in the Bylaws.

**ARTICLE IX.  
BYLAWS**

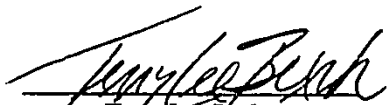
The power to adopt, the initial bylaws shall be vested in the Board of Directors. Thereafter, the bylaws may be altered, amended or repealed as prescribed in the bylaws.

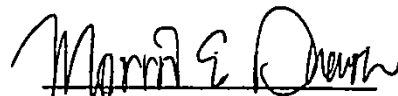
**ARTICLE X.  
INCORPORATORS**

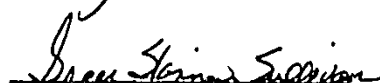
The names and the addresses of the persons signing these Articles of Incorporation are as follows:


Terry Lee Burk, 10 Vilano Road, St. Augustine, FL 32095  
Morris Duenow, 3534 Kings Road South, St. Augustine, FL 32086  
Greer Skinner-Sullivan, 58 Fullerwood Drive, St. Augustine, FL 32095  
Maria Whitley, 3400-E US 1 South, St. Augustine, FL 32086

The undersigned incorporators have executed these Articles of Incorporation this 18<sup>th</sup> day of September, 1997.

  
Terry Lee Burk

  
Morris Duenow

  
Greer Skinner-Sullivan

  
Maria Whitley

**FILED**

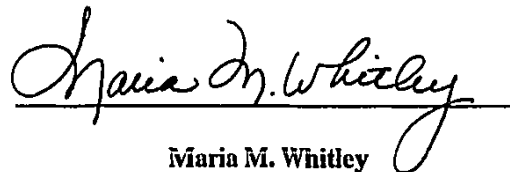
**Certification of Designation of Registered Agent/Registered Office** 97 OCT 16 AM 11:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 607.050, Florida Statutes, the mentioned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is **Four to the Measure Entertainment Group, Inc.**
2. The name and address for the registered agent and office is:  
**Ms. Maria M. Whitley**  
3400-E US 1 South, Suite D  
St. Augustine, FL 32086

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 accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Maria M. Whitley