

P97000095111

RECEIVED

97 NOV -6 AM 8:59



THE UNITED STATES
CORPORATION
COMPANY

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 590838 85437A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : November 5, 1997

ORDER TIME : 2:16 PM

ORDER NO. : 590838-005

CUSTOMER NO: 85437A

CUSTOMER: Ms. Marieta G. Pidermann
SMITH & SUPRASKI, P.A.

Second Floor
2450 N.e. Miami Gardens Drive
Miami, FL 33180

100002339671--5
-11/06/97--01004--004
****122.50 ****122.50

DOMESTIC FILING

NAME: GROUP ONE PROMOTIONS, 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: Jon A Bowling

EXAMINER'S INITIALS: _____

FILED
97 NOV -6 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN NOV -6 1997

EFFECTIVE DATE
10/30/97

ARTICLES OF INCORPORATION
OF
GROUP ONE PROMOTIONS, INC.

FILED
97 NOV -6 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this corporation, under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: GROUP ONE PROMOTIONS, INC. The principal place of business of this corporation shall be at 1110 Eleventh Way, West Palm Beach, Florida 33407.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than one or more than five, as voted upon by the shareholders of the corporation.

The name and address of the member(s) of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified, are:

NAME

JO ANN P. VALENTI

ADDRESS

1110 Eleventh Way
West Palm Beach, Florida 33407

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor(s) are elected or appointed are:

NAME

ADDRESS

JO ANN P. VALENTI
President/Secretary

1110 Eleventh Way
West Palm Beach, Florida 33407

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is Louis A. Supraski,
2450 N.E. Miami Gardens Drive, Second Floor, North Miami Beach, Florida 33180.

ARTICLE XII
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

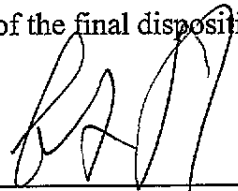
<u>NAME</u>	<u>ADDRESS</u>
LOUIS A. SUPRASKI	2450 N.E. Miami Gardens Drive Second Floor North Miami Beach, Florida 33180

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which they may become involved, as a party or otherwise, by reason of their being or having been a director, officer or employee of the corporation, whether or not they continue to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

Dated this 30th day of October, 1997.

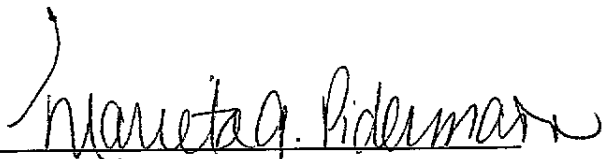


LOUIS A. SUPRASKI,
SUBSCRIBER

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Louis A. Supraski, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that they made and subscribed the same for the purpose therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 30th day of October, 1997.

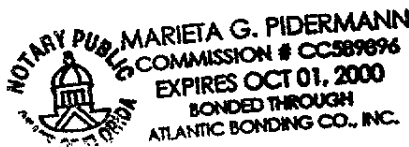


Notary Public, State of Florida

My Commission Expires:

Marieta G. Pidermann

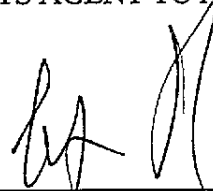
Print Name of Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

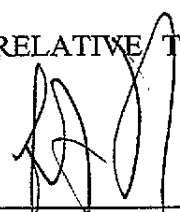
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT GROUP ONE PROMOTIONS, INC. , DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS LOCATED AT, 1110 ELEVENTH WAY, WEST PALM BEACH, FLORIDA
33407, HEREBY NAMES LOUIS A. SUPRASKI, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA.



LOUIS A. SUPRASKI

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 STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



LOUIS A. SUPRASKI,
REGISTERED AGENT
DATED: October 30, 1997

FILED
97 NOV -6 PM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA