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97 NOV -6 AM 8:59



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:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

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

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

FILED

SN NOV -6 1997

EFFECTIVE DATE  
10/30/97

FILED

97 NOV -6 AM 10: 18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GROUP ONE PROMOTIONS, INC.

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).

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**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**

**ADDRESS**

JO ANN P. VALENTI

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:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
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 30<sup>th</sup> 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.

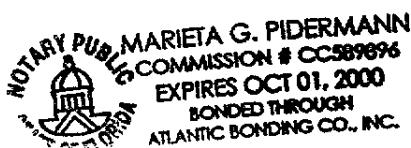
**IT WITNESS WHEREOF**, I have hereunto set my hand and official seal, at Miami, Dade County, Florida this 30<sup>th</sup> day of October, 1997.

Notary Public, State of Florida

My Commission Expires:

Marieta G. Pidermann

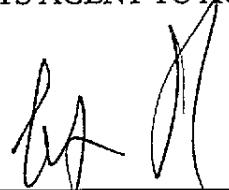
Print Name of Notary Public



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

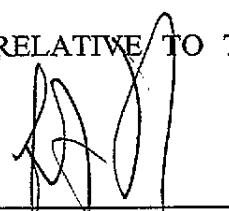
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

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

91 NOV - 6 AM 1  
TALLAHASSEE, FLORIDA  
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FLORIDA  
SECY OF STATE  
FILED

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