

97000096087

Law Offices of
PAUL R. SASSO
28 West Flagler Street
Suite 505
Miami, Florida 33130
(305) 358-6654 Telephone
(305) 358-6652 Facsimile

June 22, 1998

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*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: IMMEDIATE DELIVERY SERVICE, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation, a domestic profit corporation, and a check in the amount of \$87.50 representing the payment of the following fees:

Filing Fees	35.00
Certification	52.50

\$ 87.50
=====

If you have any questions, please contact the undersigned.

Sincerely,


Paul R. Sasso, Esquire

FILED
98 JUL 22 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRS/agc

Enclosures

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 13, 1998

PAUL R. SASSO, ESQ.
28 WEST FLAGLER STREET
SUITE 505
MIAMI, FL 33130

SUBJECT: IMMEDIATE DELIVERY SERVICE, INC.
Ref. Number: P97000096087

We have received your document for IMMEDIATE DELIVERY SERVICE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A post office box is not an acceptable address for the registered agent.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

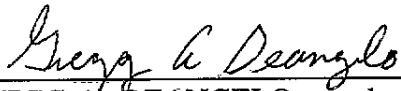
WRITTEN STATEMENT OF
IMMEDIATE DELIVERY SERVICE, INC.

FILED
98 JUL 22 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby constitutes the incorporator, sole director and shareholder of the above-named Florida Corporation. In holding this special meeting pursuant to applicable Florida law, Statutes, *IMMEDIATE DELIVERY SERVICE, INC.* states the following:

AMENDMENT TO THE ARTICLES OF INCORPORATION: Being that the sole shareholder and director of the subject corporation, it is resolved this day that *IMMEDIATE DELIVERY SERVICE, INC.* hereby amended in name to HIGH SOCIETY ENTERTAINMENT, INC. IN ACCORDANCE WITH THE AMENDED ARTICLES OF INCORPORATION which is attached hereto and incorporated herein as exhibit "A".

DATED this the 1ST day of JUNE, 1998 by:



GREGG A. DEANGELO as sole
shareholder, sole director, and President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

IMMEDIATE DELIVERY SERVICE, INC.

The undersigned acting as Incorporator, sole shareholder and sole director of **IMMEDIATE DELIVERY SERVICE, INC.**, under the Florida Business Corporations Act, adopts the following AMENDED Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **HIGH SOCIETY ENTERTAINMENT, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be P.O. 10431, POMPAÑO BEACH, FLORIDA 33061.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or

intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

These Amended Articles of Incorporation will become effective UPON FILING with the Secretary of the State of Florida.

ARTICLE VII - RESIDENT AGENT AND ADDRESS

The street address of the registered office of the corporation is 28 West Flagler Street, Suite 505, Miami, Florida 33130, and the name of the registered agent of this corporation at that address is Paul Sasso, Esquire.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have One (1) director. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the board of directors is:

GREGORY ALBERT DEANGELO
P.O. 10431 n/a
POMPANO BEACH, FLORIDA 33061

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street address of the incorporator is:

**GREGORY ALBERT DEANGELO
P.O. 10431 n/a
POMPANO BEACH, FLORIDA 33061**

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders

who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Amended Articles of Incorporation this 1st day of June, 1998.

Gregory A. De Angelo
GREGORY ALBERT DEANGELO

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GREGORY ALBERT DEANGELO, known to me or who produced _____ as a form of identification, who executed the foregoing Amended Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this ____ day of June, 1998.

NOTARY PUBLIC, State of Florida at Large

PRINT NAME

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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: **HIGH SOCIETY ENTERTAINMENT, INC.**
2. The name and address of the registered agent and office is:

PAUL R. SASSO, ESQUIRE
28 WEST FLAGLER STREET, SUITE 505
MIAMI, FLORIDA 33130

SIGNATURE

Gregg A. D'Amico

TITLE

DIRECTOR

DATE

6-1-98

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Paul R. Sasso
PAUL R. SASSO, ESQUIRE

DATE

6-1-98