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**STEVEN J. ASARCH, P.A.**

• Law Offices

**Steven J. Asarch, LL.M.\***

*Florida Board of Bar Examiners Certified  
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OF COUNSEL

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 7, 1997

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

100002343371--6  
-11/10/97--01159--008  
\*\*\*122.50 \*\*\*122.50

**RE: STEPHEN JAMES PRODUCTIONS MANAGEMENT, INC.**

Dear Sir/Madam:

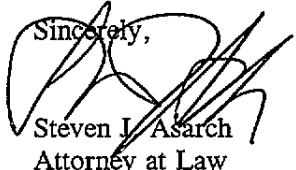
Enclosed herewith please find the original and one copy of the Articles of Incorporation filed on behalf of our client **STEPHEN JAMES PRODUCTIONS MANAGEMENT, INC.** along with a check in the sum of \$122.50 covering the following fees:

Filing Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Designation of Registered Agent	<u>\$ 35.00</u>
<b>TOTAL FEES</b>	<b>\$122.50</b>

Please file the Articles of Incorporation and forward to me a Certificate of Incorporation and certified copy of the Articles as soon as possible. A pre-paid Federal Express envelope is enclosed for the purpose of expediting the return of these documents.

Thank you for your attention to this matter. Should you have any questions regarding the above, please do not hesitate to call my office.

Sincerely,

  
Steven J. Asarch  
Attorney at Law

SJA:cmc

Enclosures

cc: Stephen D. James w/out Encl.

james\mgmt\statefl.1tr

P. Hall

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**ARTICLES OF INCORPORATION**

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**OF**

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**STEPHEN JAMES PRODUCTIONS MANAGEMENT, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

**STEPHEN JAMES PRODUCTIONS MANAGEMENT, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 153 East Palmetto Park Road, Boca Raton, FL 33432. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III**  
**PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock.  
The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share;
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to

be voted upon shall not disqualify him from voting thereon;

- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### **ARTICLE V** **TERM OF EXISTENCE**

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

#### **ARTICLE VI** **INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is STEVEN J. ASARCH. The street address of the initial registered agent of this corporation is 7777 Glades Road, Suite 200, Boca Raton, FL 33434.

#### **ARTICLE VII** **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

**STEPHEN D. JAMES**  
**153 EAST PALMETTO PARK ROAD**  
**BOCA RATON, FLORIDA 33432**

#### **ARTICLE VIII** **PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE IX**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of all shareholders shall be required for any amendment or repeal.

**ARTICLE X**  
**INCORPORATOR**

The name and street address of the person signing these Articles is STEVEN J. ASARCH, 7777 Glades Road, Suite 200, Boca Raton, FL 33434, whose Florida Bar Number is 223522.

The undersigned has executed these Articles of Incorporation this 7th day of November, 1997.

A handwritten signature in black ink, appearing to read 'S. Asarch', is written over a horizontal line.

STEVEN J. ASARCH, INCORPORATOR

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

**STEPHEN JAMES PRODUCTIONS MANAGEMENT, INC.**

2. The name and address of the registered agent and office is:

**STEVEN J. ASARCH**  
**7777 Glades Road**  
**Suite 200**  
**Boca Raton, FL 33434**



STEVEN J. ASARCH, INCORPORATOR

DATED: November 7, 1997

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.



STEVEN J. ASARCH,  
REGISTERED AGENT

DATED: November 7, 1997