

FRED H. FLOWERS

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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December 8, 1997

997000106119

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

Re: Parlene Entertainment, Inc.

Greetings:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Designation & Acceptance by Registered Agent	\$35.00
Total	\$122.50

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Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Fred H. Flowers
Fred H. Flowers

Enclosures

xc: Danny Harris

 GAVE
AUTHORIZATION BY PHONE TO
CORRECT pin-off RA accept
DATE 12-17-97
DOC. EXAM ST

*Danny
came in and gave
new check
payable to
Sec. of State*

*I gave cc to Danny
did not return to Mr. Flowers*

*W97-27756
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PARLANE ENTERTAINMENT, INC.

ARTICLES OF INCORPORATION

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act Chapter 607 Florida Statutes adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of this corporation is Parlane Entertainment, Inc. (Mailing address)
1514 Keily Run, Tallahassee, FL 32301 P.O. Box 7206, Tallahassee, FL 32314
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida. More specifically, the purpose is to provide management and entertainment services, including but not limited to: event marketing, promotions, record production, video production, talent development and recruitment, vendor and sponsorship.
4. **CAPITAL STOCK.** The corporation is authorized to issue 5,000,000 shares, all of one class, at \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent and office of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Danny Harris	1514 Keily Run Tallahassee, FL 32301
6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Danny Harris	1514 Keily Run, Tallahassee, FL 32301
Tom Martin	1514 Keily Run, Tallahassee, FL 32301
Johnny Session	2806 Sweet Briar Drive, Tallahassee, FL 32312

7. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Danny Harris

Address

1514 Keily Run
Tallahassee, FL 32301

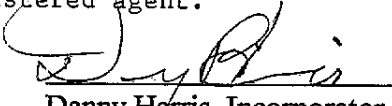
8. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. **NON-RESIDENT DIRECTORS.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.
10. **DIRECTORS' AUTHORITY TO FIX COMPENSATION.** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.
11. **PRE-EMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-emptive within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
12. **DIRECTOR CONFLICT OF INTEREST.**
- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

- i. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
 - ii. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
 - iii. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.
- 13. **INDEMNIFICATION.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.
- 14. **VOTING LISTS.** The officer or agent having charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the office of the corporation, or at the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.
- 15. **INFORMAL ACTION OF DIRECTORS.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- 16. **ARTICLES OF DISSOLUTION OR LIQUIDATION.** In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation in whatever kind available for distribution ratably in proportion to the number of shares of said Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or in the alternative, may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other

corporation, individual, trust, or other entity and receive payment for such assets in cash, stock, or obligations of such other individual, corporation, or entity and may sell all or any part of the consideration received therefor and distribute the balance thereof in kind to the holders of Common Stock.

The merger or consolidation of the Corporation into or with another corporation, or any purchase or redemption of shares of the Corporation of any class shall not be considered as a dissolution, liquidation, or winding up of the Corporation for the purposes and intent of this paragraph.

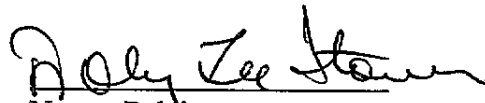
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4 day of NOVEMBER, 1997. By my signature below I hereby accept designation as registered agent.

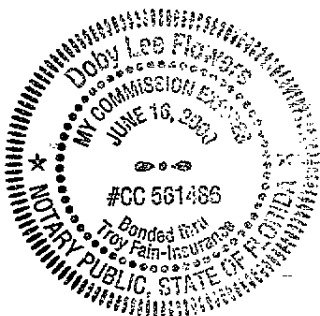

Danny Harris, Incorporator
Registered Agent

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared
DANNY HARRIS and to me known to be the persons who executed the foregoing
Articles of Incorporation, and he acknowledged to and before me that he executed such
instrument.

4 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of NOVEMBER, 1997.


Notary Public



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