

**FLORIDA
FILING
&
SEARCH
SERVICES,
INC.**



P.O. Box 10662

Tallahassee, Florida

32302-2662

(850) 668-4318

Fax (850) 668-3398



DECEMBER 24, 1997

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE

TYPE: ARTICLES OF INCORPORATION

ORIG. #: N/A

COST: \$

ASTON ENTERTAINMENT GROUP, LTD
6497 PARKLAND DRIVE, STE #A
SARASOTA, FL 34243

FILED
97 DEC 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-98

REC'D
97 DEC 24 PM 11:17
CLERK OF SUPERIOR COURT

W97-28231

K Rolfe DEC 24 1997

[Handwritten signature]
12/21/97

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~~PLEASE USE the~~
~~12/24/97 Date~~

DECEMBER 24, 1997

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE

TYPE: ARTICLES OF INCORPORATION

ORIG. #: N/A

COST:

\$ 8.75
70.00
+52.50

\$ 131.25

~~\$ 132.50~~

INC
ASTON ENTERTAINMENT GROUP, ~~LLC~~
6497 PARKLAND DRIVE, STE #A
SARASOTA, FL 34243

Certified Copy
& CUS

RECEIVED
97 DEC 31 AM 9:37
FILING OFFICE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 24, 1997

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662
TALLAHASSEE, FL 32302-2662

SUBJECT: ASTON ENTERTAINMENT GROUP, LTD.
Ref. Number: W97000028631

We have received your document for ASTON ENTERTAINMENT GROUP, LTD. and the authorization to debit your account in the amount of \$..? However, the document has not been filed and is being returned for the following:

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

Please return the original and one copy of 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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 097A00060364

**ARTICLES OF INCORPORATION
OF
ASTON ENTERTAINMENT GROUP, INC.**

97 DEC 31 PM 12:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **ASTON ENTERTAINMENT GROUP, INC.**

ARTICLE II

EFFECTIVE DATE
1-1-98

PRINCIPAL OFFICE

The principal office of the corporation shall be located in the County of Sarasota, State of Florida, and its mailing address shall be: 6497 Parkland Drive, Suite A, Sarasota, Florida 34243.

ARTICLE III

EFFECTIVE DATE

The effective date of filing of these Articles of Incorporation is January 1, 1998.

ARTICLE IV

SHARES

The aggregate number of shares of common stock which the corporation is authorized to issue is Twenty Million (20,000,000). Such shares shall be of a single class, and shall have a par value of One Cent (\$.01) per share.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is 6497 Parkland Drive, Suite A, Sarasota, Florida 34243, and the name of its initial registered agent at such address is Anthony R. Asfur.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Anthony R. Asfur	c/o Tara Golf & Country Club 6902 Chickasaw Bayou Road Bradenton, Florida 34203

ARTICLE VII

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

A. To conduct the general business of promoting, licensing, merchandising and distributing radio, television, video, stage, and other types of programs, entertainments, attractions, lectures, shows, performances, recordings, moving and still pictures, advertising, illustration, magazines, pamphlets, and all other forms of art, literature, music and dance.

B. To employ, contract with, manage, deal in, furnish, and otherwise to conduct business in and with, as principal and agent, artists, speakers, illustrators, printers, publishers, singers, musicians, composers, dancers, performers, animators, producers, attractions, and to lease, buy, sell, and operate, and otherwise deal in theatre halls, amusement places, fairgrounds, radio, television, video, motion picture, sound recording, digital recording, and all other kinds of studios, offices, and production facilities, wherever situate.

C. To conduct the business of dealing in every sort of electrical, radio, television, video, sound, camera, film, and other consumer goods related to the entertainment industry, including but not limited to the purchase, sale, mortgage, and other acquisition, use and disposition of patents, patent rights, inventions, trademarks, tradenames, copyrights, research, ideas, and systems.

D. To buy, sell, lease, grant, and exchange real property, improved and unimproved; to build, construct or alter buildings thereon; to purchase, manufacture, acquire, hold, own, pledge, lease, sell, assign, and transfer, and to invest, trade, deal in, and deal with the production, licensing and distribution of goods,

wares, merchandise, and property of any kind and description; to acquire and pay for in cash, shares, or bonds of this corporation, or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association, or corporation engaged in the same or similar business; and to carry on any of the above business, or any similar business connected therewith wherever the same may be permitted by law, and to the same extent as the laws of the State of Florida will permit.

E. To produce, manufacture, print, publish, record, press, process, distribute, sell, lease and deal, at wholesale and retail, in and with records, plastic discs, recording wire, tapes, and all devices for the mechanical recording and reproduction of voice, music, instruments, or any combination thereof; to acquire, print, illustrate, publish, sell, circulate, and distribute any and all materials used in connection with the above purposes including but not limited to music and musical compositions, narratives and voice recordings of all kinds, television programs and promotional products related thereto, motion pictures and videos; to secure, acquire, hold, own, use, and sell copyrights, patents, and other rights of a similar nature; to book, represent, and act as agent for performing artists, vocalists, orchestras or any combination thereof; to engage in and arrange for advertising in all forms and to engage in and undertake any and all lawful activities and businesses incidental and related to the above purposes.

F. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

G. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE VIII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Anthony R. Asfur
c/o Tara Golf & Country Club
6902 Chickasaw Bayou Road
Bradenton, Florida 34203

Dale Sexton
10334 Palmbrooke Terrace
Bradenton, Florida 34202

ARTICLE IX

SHAREHOLDERS MEETINGS

1. Notwithstanding the provisions of Florida Statutes Section 607.0702(1)(b), special meetings of shareholders may be called by the shareholders of not less than forty percent (40%) of all of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting; in accordance with the provisions of such section.

2. Notwithstanding the provisions of Florida Statutes Section 607.0725, forty percent (40%) of the votes entitled to be cast on any matter before the shareholders constitutes a quorum for action on that matter.

3. Notwithstanding the provisions of Florida Statutes Section 607.0725, if a quorum is present, a majority vote of all shares represented at any meeting of shareholders and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

ACTION BY SHAREHOLDERS WITHOUT A MEETING

Notwithstanding the provisions of Florida Statutes Section 607.0704, shareholders shall not be entitled to take any action without a meeting that involves dissolution of the corporation under Florida Statutes Section 607.1402(6), or amendment of these Articles of Incorporation under Florida Statutes Section 607.1003(6).

ARTICLE XI

DIRECTORS MEETINGS

Notwithstanding the provisions of Florida Statutes Section 607.0820(3), meetings of the board of directors may be called by any director or by any officer of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 16 day of December, 1997.


ANTHONY R. ASFUR

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

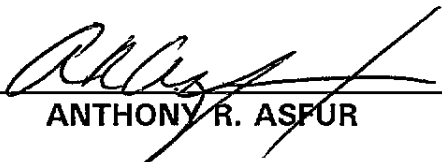
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **ASTON ENTERTAINMENT GROUP, INC.**
2. The name and address of the registered agent and office is:

ANTHONY R. ASFUR
c/o Aston Management Corporation
6497 Parkland Drive, Suite A
Sarasota, Florida 34243

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



ANTHONY R. ASFUR

12/16/97

DATE

STATE OF FLORIDA)
COUNTY OF SARASOTA) ss.:

On the 16th day of December, 1997, before me personally came **ANTHONY R. ASFUR**, to me known to be the individual who executed the foregoing instrument and he acknowledged to me that he executed the same, and who produced _____ as identification.



Notary Public



Deborah J. Kotomski
MY COMMISSION # CC654053 EXPIRES
June 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ARTICLES OF INCORPORATION
OF
ASTON ENTERTAINMENT GROUP, INC.

FILED BY:

FIX, SPINDELMAN, BROVITZ, TURK, HIMELEIN & SHUKOFF, P.C.
Attorneys and Counsellors at Law
DON H. TWIETMEYER, ESQ., Of Counsel
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2 State Street
Rochester, New York 14614
Telephone: (716) 232-1660