

Charter Number Only

1-98 9800004109

VALIDATION ONLY

George M. TAVARES
Requestor's Name

407 LINCOLN Rd. #704
Address

MIAMI BEACH, FL 33139
City State ZIP Phone

532-6100 H

CORPORATION(S) NAME

AR ENTERTAINMENT, INC.

800002399298
-01/14/98-01005-04
****122.50 ****122.50



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent



Certified Copy

() Photo Copies

() Certificate Under



Call When Ready

() Call If Problem

() After 4:30



Walk In

() Will Wait



Pick Up

() Mail Order

FILED RECEIVED
98 JAN 14 AM 11:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Certified Copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
AR ENTERTAINMENT, INC.

ARTICLE I
[CORPORATE NAME]

The name of this corporation is AR ENTERTAINMENT, INC.

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business, entertainment or otherwise, permitted under the laws of the State of Florida.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To engage in the business or the manufacture, leasing, sale, production, recording and distribution of mechanical devices of any kind whatsoever, now known or to become known, of every name, nature and description, which devices reproduce the sight and sound. To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainment including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

[PLACE OF BUSINESS]

The principal place of business for this corporation is:

1731 SW 138th Court
Miami, Florida 33175

ARTICLE V

[CORPORATE ADDRESS]

The mailing address of this corporation is:

1731 SW 138th Court
Miami, Florida 33175

ARTICLE VI

[CAPITAL STOCK]

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each which shall be designated as "Common Shares".

ARTICLE VII

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office:	407 Lincoln Road, Suite 704 Miami, Florida 33175
Name of Initial Registered Office:	AR ENTERTAINMENT, INC.
Name of Initial Registered Agent:	GEORGE M. TAVARES, JR. ESQ.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX
[INITIAL DIRECTOR]

The name and address of the initial director of this corporation is as follows:

RITA M. BENITEZ 1731 SW 138th Court, Miami, FL 33175

ARTICLE X
[BOARD OF DIRECTORS]

The corporation shall have one (1) director initially. The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite 704
Miami, Florida 33139

ARTICLE XII
[RESALE OF STOCK]

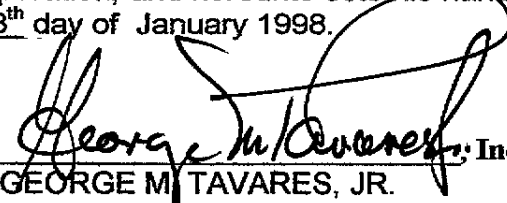
Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII
[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami, Dade County, Florida, this 13th day of January 1998.

Signed:

 Incorporator
GEORGE M. TAVARES, JR.

STATE OF FLORIDA)


) SS:

COUNTY OF DADE)

BEFORE ME personally appeared **GEORGE M. TAVARES, JR.**

with knowledge that he is the Incorporator named in the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 13th day of January, 1998.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name: Stacy Eldredge

My Commission Expires:

 STACY ELDREDGE
COMMISSION # CC 535506
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

C E R T I F I C A T E

**DESIGNATING PLACE OF BUSINESS OR DOMOCILE
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 AR ENTERTAINMENT, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF MIAMI BEACH, COUNTY OF DADE AND
STATE OF FLORIDA, HAS NAMED GEORGE M. TAVARES, JR., ESQ., WITH
OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE 704, CITY OF MIAMI BEACH,
COUNTY OF DADE, STATE OF FLORIDA, 33139, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.**

**SECOND - 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.**

DATED: MIAMI BEACH, FLORIDA
12 JANUARY 1998

By:


GEORGE M. TAVARES, JR.


STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of January
1997, by George M. Tavares, Jr., who is personally known to me or who has produced, as
identification, his driver's license issued by the State of Florida and who did take an oath.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Print Name: Stacy Eldredge

My commission expires:

 STACY ELDREDGE
COMMISSION # CC 535506
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
98 JAN 14 AM 11:25
CLERK OF STATE
TALLAHASSEE
FLORIDA