

FEB-19-1998 09:47

KRAMER, GREEN, ZUCKERMAN & KAHN

(954)981-1605

P.01/05

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

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PHONE: (954)966-2112

FAX #: (954)981-1605

NAME: HOLLYWOOD CONSULTANTS, INC.

AUDIT NUMBER.....H98000003363

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HOLLYWOOD CONSULTANTS, INC.**

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STATE
TALLAHASSEE, FLORIDA
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I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is HOLLYWOOD CONSULTANTS, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is 1688 Meridian Avenue, Suite 801, Miami Beach, Florida 33139.

ARTICLE III

DURATION

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

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by Howard N. Kahn, Bar No. 724416, 4000 Hollywood Blvd., Suite 485 S., Hollywood, FL 33021, Phone: (954)966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, and the name of the initial registered agent of this corporation at that address is Howard N. Kahn.

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ARTICLE IX

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 by the bylaws, but never less than one

(1). The name and address of the initial director of this corporation is:

Joseph Maenza
1688 Meridian Avenue
Suite 801
Miami Beach, Florida 33139

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Howard N. Kahn
4000 Hollywood Boulevard
Suite 485 South
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 18th day of February, 1998.



HOWARD N. KAHN
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That HOLLYWOOD CONSULTANTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1688 Meridian Avenue, Suite 801, City of Miami Beach, State of Florida, has named Howard N. Kahn, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

HOWARD N. KAHN
TITLE: Incorporator

DATE: February 18, 1998

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.

SIGNATURE: _____

HOWARD N. KAHN
Registered Agent

DATE: February 18, 1998

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TALLAHASSEE, FLORIDA

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TOTAL P.05