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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: RUNAWAY ENTERTAINMENT & MULTIMEDIA GROUP, OI

AUDIT NUMBER.....H98000004746

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

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**ARTICLES OF INCORPORATION
OF
RUNAWAY ENTERTAINMENT & MULTIMEDIA GROUP, INC.**

98 MAR 11 AM 7:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is RUNAWAY ENTERTAINMENT & MULTIMEDIA GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of this corporation is 3603 Southwest 25th Terrace, Miami, Florida 33133.

**ARTICLE III
PURPOSE**

The corporation is organized for the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the state of Florida, including but not limited to the business of entertainment, management or any other business incident or connected to such business.

**ARTICLE IV
CAPITAL STOCK**

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value/Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are subscribed to the provisions of the Florida Statutes Sections 607.167.

Prepared by:
Emelita Figarola Pupo, Esq.
6925 SW 73rd Ct.
Miami, Florida 33143
Tel.: (305) 665-0983
Florida Bar: 932906

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ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is DAVID W. CABRERA and the address of the initial state registered office is 3603 SW 25th Terrace, Miami, Florida 33133, pursuant to the Florida Statutes Section 607.0501 and 607.0505. The registered agent shall also serve as resident agent pursuant to Florida Statutes Section 48.091.

ARTICLE VII
DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:

DAVID W. CABRERA
3603 SW 25th Terrace
Miami, Florida 33133

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

DAVID W. CABRERA
3603 SW 25th Terrace
Miami, Florida 33133

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 X
CUMULATIVE VOTING

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholder desiring cumulative voting.

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**ARTICLE XI
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2 day of

~~August~~, 1998
March

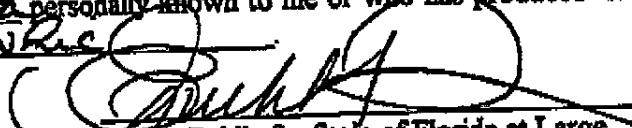

Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2 day of March 1998, by David W. Cabrera personally known to me or who has produced the following identification Florida ID

My commission expires:




Notary Public for State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process from the above stated corporation at the place designated in Article VI, I hereby accept appointment and agree to comply with the provisions and all statutes relating to the proper and complete performance of my duties, and I am familiar and have accepted the obligation of my position as provided in Florida Statutes Section 607.0505.


DAVID W. CABRERA
Registered Agent

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