

P98000040738

Brian Paul

FILED

Requestor's Name

98 MAY -5 PM 4: 35

443 SW Bridgeport DR

Address

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Port St Joe FL 34953

City/State/Zip

Phone #

561-785-9869

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. A-1 World's Memory Master Productions Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

400002512474--0

-05/06/98--01003--008

3. _____
(Corporation Name) (Document #)

***367.50 ***122.50

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 MAY -5 PM 4: 25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P. Hall
MAY -5 1998
(5)

Examiner's Initials

ARTICLES OF INCORPORATION

OF

A-1 WORLD & MEMORY MAKER PRODUCTIONS INC,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE THE UNDERSIGNED, IN ORDER TO FORM A CORPORATION UNDER AND PURSUANT TO THE PROVISIONS OF THE LAWS OF FLORIDA FOR THE PURPOSES SET FORTH BELOW, HEREBY SUBSCRIBED TO THESE ARTICLES OF INCORPORATION.

I

THE NAME OF THE CORPORATION SHALL BE A-1 WORLD & MEMORY MAKER PRODUCTIONS INC.

II

THE PURPOSES AND GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED AND TRANSACTED BY THE CORPORATION SHALL BE AS FOLLOWS:

A- TO DO AND TRANSACT ANY AND ALL BUSINESS AS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA.

B- TO PROMOTE AND PERFORM IN THE PROMOTION OF ANY AND ALL ENTERTAINMENT EVENTS SUCH AS BIRTHDAY PARTIES, ANNIVERSARY PARTIES, WEDDINGS, CONCERTS AND ANY OTHER SUCH EVENTS. TO HIRE, FIRE AND ENTER INTO CONTRACTS WITH PERFORMERS OF SUCH EVENTS AS WELL AS PEOPLE WANTING TO HAVE PERFORMERS. TO ARRANGE FOR AND PROCURE THE PLACEMENT OF ALL PERSONNEL OF SUCH EVENTS INCLUDING BUT NOT LIMITED TO SOUND, ELECTRICAL, STAGING AND JUST ANYTHING AND EVERYTHING TO DO WITH THE PERFORMANCE OF AN EVENT AND TO GUARANTEE ITS SMOOTH OPERATION. TO MANUFACTURE AND MAKE AVAILABLE FOR SALE ALL TICKETS FOR ENTRY BY THE GENERAL PUBLIC TO SUCH EVENTS.

C- TO DRAW, MAKE, ACCEPT, ENDORSE, DISCOUNT, EXECUTE, AND ISSUE PROMISSORY NOTES, BILLS OF EXCHANGE, AND OTHER NEGOTIABLE INSTRUMENTS, INCLUDING BONDS, DEBENTURES, OR OTHER OBLIGATIONS OF THIS CORPORATION, WHETHER SECURED BY MORTGAGE PLEDGE, OR OTHERWISE, OR UNSECURED, FOR MONEY BORROWED, OR IN PAYMENT FOR PROPERTY PURCHASED OR ACQUIRED, OR FOR OTHER LAWFUL OBJECTIVES.

D- TO GUARANTEE, PURCHASE, HOLD, SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF CAPITAL STOCK, OR ANY BONDS, SECURITIES, OR OTHER EVIDENCES OF INDEBTEDNESS, CREATED BY CORPORATION AND WHILE OWNER OF SUCH STOCK OR EVIDENCES OF INDEBTEDNESS, TO EXERCISE ALL OF THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ACCORDING TO THE RIGHTS OF SAID INSTRUMENTS AND AGREEMENTS.

E- TO PURCHASE, HOLD, SELL, AND TRANSFER SHARES OF IT'S OWN CAPITAL STOCK, SUBJECT, HOWEVER, TO SUCH LIMITATIONS AS MAY BE PROVIDED BY LAW; AND PROVIDED FURTHER, THAT SHARES OF IT'S OWN CAPITAL STOCK OWNED BY THE CORPORATION SHALL NOT BE VOTED UPON DIRECTLY OR INDIRECTLY NOR COUNTED AS OUTSTANDING FOR THE PURPOSE OF ANY STOCKHOLDER'S QUORUM OR VOTE.

WITHOUT LIMITING ANY OF THE PURPOSES, POWERS AND OBJECTS OF THIS CORPORATION, IT IS EXPRESSLY DECLARED AND PROVIDED THAT THIS CORPORATION SHALL HAVE POWER IN CARRYING ON IT'S OWN BUSINESS, OR FOR THE PURPOSE OF ACCOMPLISHMENT OF ANY OF THE PURPOSES OR ATTAINMENT OF THE OBJECTS HEREINABOVE

SPECIFIED, TO MAKE AND PERFORM CONTRACTS OF ANY KIND AND DESCRIPTION AND TO DO ANY AND ALL OTHER ACTS AND THINGS, AND TO EXERCISE ANY AND ALL POWERS, EITHER AS PRINCIPAL, AGENT OR BROKER, CONFERRED BY THE LAWS OF FLORIDA UPON CORPORATIONS, AND WHICH A PARTNERSHIP OR NATURAL PERSON COULD DO AND EXERCISE, AND WHICH NOW OR HEREAFTER MAY BE AUTHORIZED BY LAW.

III

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYTIME IS 7,500 SHARES OF \$1.00 PAR VALUE.

IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE \$1,000.00

V

THE EXISTENCE OF THIS CORPORATION SHALL BE PERPETUAL.

VI

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE LOCATED AT 265 SW PORT ST. LUCIE BLVD. SUITE #115, PORT ST. LUCIE, FLORIDA 34984.

VII

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF NOT LESS THAN ONE AND NOT MORE THAN SEVEN MEMBERS.

VIII

THE NAMES AND ADDRESSES OF THE FIRST BOARD OF DIRECTORS, WHO SHALL, SUBJECT TO THESE ARTICLES OF INCORPORATION, BY LAWS, AND THE LAWS OF THE STATE OF FLORIDA, HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATIONS EXISTENCE, OR UNTIL THEIR SUCCESSORS SHALL HAVE BEEN ELECTED AND QUALIFIED, ARE AS FOLLOWS:

BRIAN PAUL
443 SW BRIDGEPORT DRIVE
PORT ST. LUCIE, FLORIDA 34953

SONIA FIELDS
703 SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34951

IX

THE REGISTERED AGENT AND THE REGISTERED OFFICE FOR THIS CORPORATION IS:

SONIA FIELDS
265 SW PORT ST. LUCIE BLVD SUITE #115
PORT ST LUCIE, FLORIDA 34951

X

THE OFFICERS OF THE CORPORATION UNTIL THE FIRST MEETING OF THE CORPORATION BOARD OF DIRECTORS, OR UNTIL SUCCESSORS ARE ELECTED, SHALL BE:

BRIAN PAUL - PRESIDENT

SONIA FIELDS - VICE PRESIDENT

BRIAN PAUL - SECRETARY

SONIA FIELDS - TREASURER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XI

THIS CORPORATION SHALL BE INITIALLY GOVERNED BY THE STOCKHOLDERS, NOTWITHSTANDING OTHER PROVISIONS OF THESE ARTICLES OF INCORPORATION. AT THE DISCRETION OF THE INITIAL STOCKHOLDERS OR THE SUCCESSOR OF ALL SHARES OF THE STOCKHOLDERS, OR WHEN THERE ARE TWO OR MORE STOCKHOLDERS OWNING STOCK IN THE CORPORATION, AT A MEETING HELD FOR THAT PURPOSE, STOCKHOLDERS MAY ELECT TO OPERATE WITH A BOARD OF DIRECTORS AND OFFICERS AS PROVIDED ELSEWHERE IN THESE ARTICLES OF INCORPORATION. AT SUCH TIME THERE SHALL BE ELECTED A MINIMUM OF TWO DIRECTORS WHO SHALL HOLD OFFICE FOR ONE YEAR AFTER THEIR ELECTION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED. THE STOCKHOLDERS SHALL ALSO ELECT SUCH PERSONS TO FILL THE OFFICES OF: PRESIDENT, VICE PRESIDENT, SECRETARY AND TREASURER AND SUCH OTHER OFFICES AS PERMITTED BY THE BY-LAWS OF THE CORPORATION. THE OFFICERS SHALL SERVE FOR ONE YEAR AFTER THEIR ELECTION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED. THE MANNER AND FORM OF ELECTING OR APPOINTING OFFICERS AND DIRECTORS SHALL BE SET OUT IN THE BY-LAWS.

XII

EACH SHAREHOLDER OF THE CORPORATION SHALL HAVE PREEMPTIVE RIGHTS.

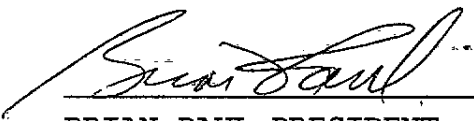
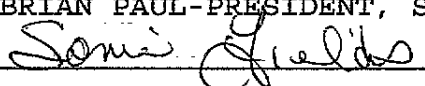
XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

HAVING BEEN MADE INITIAL REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS OF THE CORPORATION AT THE INITIAL REGISTERED OFFICE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT SUCH STATUS AND CONSENT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH ALL REQUIREMENTS OF THE LAW PERTAINING THERETO.


SONIA FIELDS - REGISTERED AGENT

IN WITNESS WHEREOF, WE HAVE HEREUNTO MADE, SUBSCRIBED AND ACKNOWLEDGED THESE ARTICLES OF INCORPORATION.


BRIAN PAUL - PRESIDENT, SECRETARY

SONIA FIELDS - VICE PRESIDENT, TREASURER

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BRIAN PAUL AND SONIA FIELDS, TO ME WELL KNOWN TO BE THE SAME PERSONS DESCRIBED IN AND WHO EXECUTED THESE ARTICLES OF INCORPORATION, AND ACKNOWLEDGED THE ARTICLES TO BE THE ACT AND DEED OF THE SUBSCRIBER(S) AND THAT THE FACTS SET FORTH THEREIN ARE TRUE.

WITNESS MY HAND AND SEAL AT PORT ST.LUCIE, ST.LUCIE COUNTY, FLORIDA, ON THIS THE 14th DAY OF April, 1998.

Dorothy M. Davis

NOTARY SIGNATURE

Dorothy M. Davis

PRINTED NOTARY SIGNATURE

MY COMMISSION EXPIRES:

SEAL:

OFFICIAL NOTARY SEAL
DOROTHY M DAVIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC641622
MY COMMISSION EXP. MAY 16, 2001