

P98000040791



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 805818 9040A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 9:05

ORDER DATE : May 4, 1998

ORDER TIME : 3:58 PM

ORDER NO. : 805818-005

CUSTOMER NO: 9040A

500002510445--1

CUSTOMER: Peter A. Rose, Esq
ROSE & ROSE

Suite 200
2101 North Andrews Avenue
Ft. Lauderdale, FL 33311

DOMESTIC FILING

NAME: PERFECT 10 ENTERTAINMENT
INCORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

W98-10028
Dmc
5/5/98
DIVISION OF CORPORATIONS
98 MAY -4 PM 4:30
RECEIVED

505



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 9:05

May 5, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PERFECT 10 ENTERTAINMENT INCORPORATION
Ref. Number: W98000010028

We have received your document for PERFECT 10 ENTERTAINMENT INCORPORATION and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 498A00024555

RECEIVED
98 MAY -5 PM 4:07
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 9:05

ARTICLES OF INCORPORATION

OF

PERFECT 10 ENTERTAINMENT INCORPORATED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PERFECT 10 ENTERTAINMENT INCORPORATED

The address of the principal office of this corporation shall be 2300 East Oakland Park Boulevard, Suite 203, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2101 North Andrews Avenue, Suite 200, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of the corporation at that address is Peter A. Rose, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Bryan Kessler 2300 East Oakland Park Boulevard, Suite 203
Dir. Fort Lauderdale, Florida 33308

Jerry Lytell Same
Dir.

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Bryan Kessler 2300 East Oakland Park Boulevard, Suite 203
Pres. Fort Lauderdale, Florida 33308

Jerry Lytell Same
Sec.

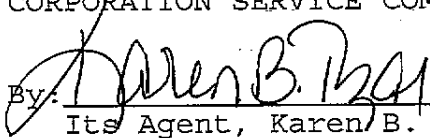
ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 4, 1998.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

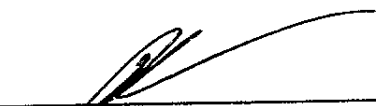
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98 MAY -4 AM 9:05

PERFECT 10 ENTERTAINMENT INCORPORATED

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 FUTHUR AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ROSE & ROSE, P.A.
2101 N. ANDREWS AVENUE
SUITE 200
FT. LAUDERDALE, FL 33311
(954)561-5000



PETER A. ROSE, ESQ.