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OMEGA ONE PROPERTIES, INC.

FILED

98 MAY 18 AM 10:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 18, 1998

Florida Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, Florida 32314

900002526639--7  
-05/18/98--01028--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ladies and Gentlemen:

The enclosed Articles of Incorporation for Black Wolf Entertainment, Inc. are being forwarded to you along with one copy and the required fee of \$70.00 for filing. Please return the copy to me after the Articles have been filed.

Sincerely,

Norris L. Smith

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98 MAY 18 AM 10:17

MAY 18 1998

P. Hall

(6)

CERTIFICATE OF INCORPORATION

OF

BLACK WOLF ENTERTAINMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby form a body corporate under Chapter 607, Florida Statutes, under the following certificate of incorporation which I do hereby make, subscribe to and acknowledge, and to be filed in the office of the Secretary of State of Florida.

Article I.

The name of this corporation shall be: BLACK WOLF ENTERTAINMENT, INC.

Article II.

This corporation shall have the power to engage in the music and entertainment industry and in any other activity or business permitted under the laws of the United States and of the State of Florida.

Article III.

The total authorized capital stock of this corporation shall be five thousand (5,000) shares of common stock at \$1.00 par value.

The stock shall be paid for in cash, property or services, at a fair valuation to be fixed by the Board of Directors at a meeting called for this purpose.

Article IV.

The amount of capital with which this corporation shall begin business shall be one hundred dollars (\$100.00).

Article V.

The period of existence of this corporation shall be perpetual or until dissolved by law.

Article VI

The principal office and place of business shall be 1655 Palmleaf Drive, Brandon, Florida 33510, but it may establish branch offices in any other place and may change the place of the

principal office as and when it is deemed advisable by its Board of Directors. The registered office of this corporation shall be 1655 Palmleaf Drive, Brandon, Florida 33510, and its registered agent at that address shall be Ron K. Carmichael.

#### Article VII

The number of directors comprising the Board of Directors of this corporation shall be one (1) but the same may be increased or decreased from time to time by majority vote of the Board of Directors.

#### Article VIII

The names and street addresses of the first Board of Directors of this corporation to serve until the first annual meeting, or until after their successors are elected and qualified are as follows:

Name	Address
Ron K. Carmichael	1655 Palmleaf Drive Brandon, Fl. 33510

#### Article IX

The officers of this corporation shall be a President, Secretary and a Treasurer, and such other officers as may be authorized by majority vote of the Board of Directors.

#### Article X.

The names and street addresses of each of the original subscribers to the capital stock of this corporation and the number of shares subscribed for by each are as follows.

NAME	ADDRESS	NO.OF SHARES
Ron K. Carmichael	1655 Palmleaf Drive Brandon, Florida 33510	3,000

#### Article XI.

This corporation shall have the power to amend, alter, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, by the affirmative vote of the majority of the stock entitled to vote thereon, except that any change regarding restrictions on the sale or transfer of stock requires unanimous vote of the stockholders.

#### Article XII.

The names and street addresses of the officers of the corporation to serve until the first annual meeting, or until after their successors are elected and qualified are as follows.

NAME	ADDRESS
Ron K. Carmichael President/Secretary/Treasurer	1655 Palmleaf Drive Brandon, Florida 33510

#### Article XIII.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificate of indebtedness, debentures, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions passed by the Board of Directors, to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

Before selling any of his capital stock in the corporation, the stockholder desiring to sell shall first offer the stock, at the price at which he proposes to sell to the other stockholders, who shall have 30 days thereafter to elect to purchase at such price, a prorata number of shares thereof based on their ownership of common stock. Shares not elected to be purchased by any stockholder may be purchased by the other stockholders based on their prorata ownership of common stock.

In no event shall a stockholder sell his stock without giving first

refusal, shall not hereafter sell said stock at a lower price than offered to the other stockholders without first offering said stock to the other stockholders at said lower price. All shares of capital stock shall be plainly stamped "Transfer restricted as per Article XIII of Charter."

We, the undersigned, being the original subscriber to the capital stock hereinbefore named for the purpose of forming a corporation in pursuance of Chapter 607, Florida Statutes, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true, and we agree to take the number of shares of stock subscribed by us as hereinbefore set forth and accordingly have hereunto set our hand and seal this 15th day of May, 1998.

Signed, sealed and delivered  
in our presence.

Alma O. Smith  
Alma O. Smith  
1909 Old Sawmill Road  
Brandon, FL 33510

Ron K. Carmichael  
Ron K. Carmichael

Georgia D. Carmichael  
Georgia D. Carmichael  
1655 Palmleaf Drive  
Brandon, FL 33510

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

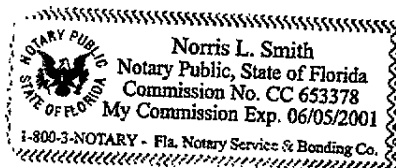
Be it remembered that on this 15th day of May, 1998 personally appeared before me the undersigned Notary Public, in the State of Florida, Ron K. Carmichael, the subscriber(s) to the foregoing Certificate of Incorporation known to me personally and did not take an oath acknowledged that he signed, sealed and delivered the same as their voluntary act and deed and that the facts therein expressed are truly set forth.

Given under my hand and seal of office on the date aforesaid.

(Notary Seal)

Terri G. Smith  
Notary Public  
State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said act:

First-- That Black Wolf Entertainment, Inc. desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the articles of incorporation at City of  
Brandon, County of Hillsborough, State of Florida, has named Ron  
K. Carmichael, located at 1655 Palmleaf Drive, City of Brandon,  
County of Hillsborough, State of Florida, as its agent to accept  
service of process within this state.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept services of process for the above  
state corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By Ron K. Carmichael  
Ron K. Carmichael