

7/28/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: PHASE II ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000013984

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1998

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SUBJECT: PHASE II ENTERTAINMENT INC.
REF: W98000017186

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Becky McKnight
Document Specialist

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**ARTICLES OF INCORPORATION
OF
PHASE II ENTERTAINMENT, INC.**

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TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **PHASE II ENTERTAINMENT, INC.** with principal office and mailing address located at 6029 Miramar Parkway, Miramar Florida 33023.

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 per share.

Filed by: **PAMELLA B. WATSON, CPA, WATSON & COMPANY, P.A.**
20491 NW 2ND AVENUE, SUITE #300 MIAMI, FLORIDA 33169

(305) 653-8865

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

PHASE II ENTERTAINMENT, INC. has named Richard Elcock of 5467 North West 190th Lane, Miami, Florida 33055 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 6029 Miramar Parkway, Miramar Florida 33023.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have ~~five~~ directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the one initial Director is:

Richard Elcock	5467 North West 190 th Lane, Miami, Florida 33055
Ronald Burke	11601 North West 14 th Court, Pembroke Pines, Florida 33026
Carson Edwards	18199 North West 61 st Court, Miami, Florida 33015

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Richard Elcock, 5467 North West 190th Lane, Miami, Florida 33055.

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ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 22 day of July 1998.


RICHARD ELCOCK

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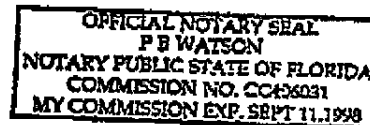
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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared RICHARD ELCOCK, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 24th day of July 1998.


NOTARY PUBLIC
State of Florida at Large



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

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:
FIRST that PHASE II ENTERTAINMENT, INC., is desiring to organize or qualify under the laws
of the State of Florida with its principal place of business at 6029 Miramar Parkway Miramar,
FL 33023 has named RICHARD ELCOCK of 5467 North West 190th Lane, Miami, Florida
33055, as its Registered Agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at 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 performance of my duties.

Dated this 24th day of July 1998.

BY: 

RICHARD ELCOCK
Registered Agent

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TALLAHASSEE FLORIDA

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