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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PEANUT GALLERY PRODUCTIONS, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

FAS-T CORP AGENTS INC

SUBJECT: PEANUT GALLERY, INC.
REF: W98000029117

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS J75357. PEANUT GALLERY, INC

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H98000024247
Letter Number: 098A00060903

ARTICLE OF INCORPORATION
PEANUT GALLERY PRODUCTIONS, INC.

The undersigned hereby associates themselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liability, rights, privilege and immunities of a Corporation for profit.

ARTICLE I

The name of this corporation will be **PEANUT GALLERY PRODUCTIONS, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is: To have and to exercise all the powers now or from on conferred by the Laws of the State of Florida upon corporations organized pursuant to the laws under which they organized the corporation and any acts amendatory of it and supplemental thereto, and to engage in any other lawful activities.

To conducts business in **CONSULTING SERVICE.**

ARTICLE III

The Principle place of the buisness or mailing address will be 1420 NE 32ND PLACE, POMPAÑO BEACH, FLORIDA 33064.

ARTICLE IV

The authorized capital stock of this Corporation shall be 1000 shares of common stock of the par value of \$1.00 per share. The Shareholders are hereby granted preemptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the Corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the Shareholders.

ARTICLE V

The amount of the capital with which of this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

PREPARED BY:
SAMUEL F. CARCIONE
2300 WEST SAMPLE ROAD #300
POMPAÑO BEACH, FLORIDA 33073
954-975-8427

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ARTICLE VI

This Corporation shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE VII

The principal place of business of this Corporation shall be: 1420 NE 32ND PLACE, POMPANO BEACH, FLORIDA 33064 with the privilege of having branch offices at other places within or without the State of Florida. Further, the Shareholders may from time to time, move the principal place of this Corporation to any other address within or without the State of Florida.

ARTICLE VIII

The business of this Corporation shall be managed by its Shareholders, rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Shareholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Shareholders. Each Shareholder shall be entitled to one (1) vote in person, for each share of voting stock held by him or her. A majority of the outstanding shares of the Corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of Shareholders for the management of the business of the Corporation.

ARTICLE IX

The name and address of the Subscriber and initial Shareholders of this Corporation is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
<u>SCOT LUFT</u>	President	1420 NE 32 ND PLACE POMPANO BEACH, FL
<u>MARILYN LUFT</u>	V-PRESIDENT	1420 NE 32 ND PLACE POMPANO BEACH, Florida

ARTICLE X

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 1420 NE 32ND PLACE, POMPANO BEACH, FLORIDA 33064, AND THE NAME OF THE INITIAL REGISTERED AGENTS ARE: SCOT LUFT.

ARTICLE XI

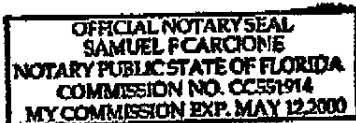
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders at a Shareholder's meeting by vote of the Shareholders voting the majority of the stock capable of being voted, unless all shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal This 29 day of Dec 1999.


SCOT LUFT, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledge before me this 29 day of Dec, 1999
by Scot Luft, who is personally known to me or who has produced his Drivers
License as Identification and who did _____
did not X take an oath.




Printed Name: Samuel F. Carcione
Notary Public

My Commission Expires:

Having been names to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provision of all Statutes relative to the proper and complete performance of my duties.

Date: 12-29-98

Scot Luft
Registered Agent



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