

P99000017103

Nancy V. Phillips  
9940 Pines Boulevard  
Pembroke Pines, Florida 33024

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_  
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| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
|             | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |  |
|------------|--|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
|                                | Foreign             |
|                                | Limited Partnership |
|                                | Reinstatement       |
|                                | Trademark           |
|                                | Other               |

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**ARTICLES OF INCORPORATION**

**OF**

**NEW MILLENNIUM ENTERTAINMENT, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such corporation.

**ARTICLE I**

**NAME**

The name of this corporation is NEW MILLENNIUM ENTERTAINMENT, INC.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:  
The Principal address is the same.

Nancy V. Phillips  
9940 Pines Boulevard  
Pembroke Pines, Florida 33024

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1).

The name and address of the initial director of this corporation is:

Nancy V. Phillips  
9940 Pines Boulevard  
Pembroke Pines, Florida 33024

## **ARTICLE VII**

### **INCORPORATORS**

The name and address of the Incorporators signing these Articles of Incorporation is:

Nancy V. Phillips  
9940 Pines Boulevard  
Pembroke Pines, Florida 33024

## **ARTICLE VIII**

### **NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

## **ARTICLE IX**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this corporation.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

## ARTICLE XI

### INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

## ARTICLE XII

### SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting an entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XIII

### REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

## ARTICLE XIV

### INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## ARTICLE XV

### RESTRICTIONS ON TRANSFER OF STOCK

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16<sup>th</sup> day of FEBRUARY, 1999.

  
INCORPORATOR AND REGISTERED AGENT

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