

Charter Number Only

199000018485

Menneth P. Speiler

Requestor's Name
1507 N.W. 14 Street

Address
Miami, FL 33125

City State ZIP Phone
(305) 326-9977

VALIDATION ONLY

500002788065--2
-02/26/99--01006--007
*****18.75 *****18.75

CORPORATION(S) NAME

Ticket Specialists, INC.

EXPIRES DATE
3-1-99

99 FEB 26 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



Empire Toll Free: 1-800-432-3028

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ARTICLES OF INCORPORATION OF
TICKET SPECIALISTS, INC.

Article I - Name and Address

The name of this corporation is TICKET SPECIALISTS, INC. The initial office of this corporation shall be at Coral Way, Suite 800, Miami, Florida 33145.

Article II - Duration

This corporation shall have perpetual existence commencing on the 1st day of March, 1999.

Article III - Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under Florida's General Corporation Act.

Article IV - Stock

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00).

Article V - Pre-emptive Rights Granted

Each shareholder of any class of stock of the corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

Article VI - Directors

The board of directors of the corporation shall consist of not less than one (1) nor more than seven (7) members.

The members of the first board of directors are as follows:
Ray Rodriguez, 3191 Coral Way, Suite 800, Miami, Florida 33145;
Lori Moldovan, 3191 Coral Way, Suite 800, Miami, Florida 33145.

Article VII - Amendments

These articles may be changed, amended or repealed by a majority vote of the stockholders.

KENNETH P. SPEILLER, ESQ.
1507 N.W. 14 Street
Miami, Florida 33125
(305) 326-9977
Fla. Bar No. 355259

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Article VIII - Registered Agent

The name of the initial registered agent of the corporation is KENNETH P. SPEILLER.

The street address of the initial registered office of the corporation is 1507 N.W. 14 Street, Miami, Florida 33125.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment and agree to act in this capacity.


KENNETH P. SPEILLER

Article IX - Incorporator

The name and address of the incorporator of this corporation is Ray Rodriguez, 3191 Coral Way, Suite 800, Miami, Florida 33145.


IN WITNESS WHEREOF, I have subscribed my name this 10 day of February, 1999.


RAY RODRIGUEZ

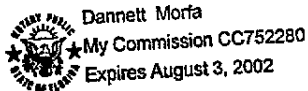
STATE OF FLORIDA)
COUNTY OF DADE)

On this 10th day of February, 1999 before me the undersigned authority personally appeared Ray Rodriguez known to me to be the person whose name is subscribed to the articles of incorporation for TICKET SPECIALISTS, INC. attached herein, and acknowledged that he executed the same for the purpose stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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99 FEB 26 AM 11:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA