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STANLEY B. LEWIS

ATTORNEY AT LAW  
P.O. Box 69-3692  
Miami, Florida 33269-3692

Admitted in Florida and Arkansas

Telephone: (305) 654-8011  
Facsimile: (305) 999-0034

June 12, 1999

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/14/99--01125--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation:  
VENOM ENTERTAINMENT, INC.

Dear Sir/Madam:

Enclosed please find the following regarding the above-referenced corporation:

- (1) an original and one copy of the Articles of Incorporation;
- (2) Certificate of Designation for Registered Agent;
- (3) check #324 in the sum of \$78.75 for filing fee and certified copy.

Please file the documents and forward the certified copy to the following:

STANLEY B. LEWIS  
ATTORNEY AT LAW  
P.O. Box 69-3692  
Miami, Florida 33269-3692

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*

Stanley B. Lewis  
Attorney at Law

Encls.

FILED  
99 JUN 14 PM 2:58  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

6-15  
WS

ARTICLES OF INCORPORATION

OF

VENOM ENTERTAINMENT, INC.

FILED  
99 JUN 14 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is VENOM ENTERTAINMENT, INC. hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation is 4846 NW 2<sup>nd</sup> Place, Plantation, Florida 33317 and the mailing address is P.O. Box 590334, Tamarac, Florida 33359.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 4846 NW 2<sup>nd</sup> Place, Plantation, Florida 33317 and the registered agent at that office is KENNY SPENCE.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

KENNY SPENCE  
4160 NW 21<sup>st</sup> Street  
Apt. D-224  
Lauderhill, Florida 33313

JAMES B. DEAN  
51 Wilcock Street  
Dorchester, Mass. 02124

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATORS

The incorporators of the Corporation are as follows:

KENNY SPENCE  
4160 NW 21<sup>st</sup> Street  
Apt. D-224  
Lauderhill, Florida 33313

JAMES B. DEAN  
51 Wilcock Street  
Dorchester, Mass. 02124

IN WITNESS WHEREOF, We, KENNY SPENCE and JAMES B. DEAN, the undersigned incorporators, have signed these Articles of Incorporation on this 9<sup>th</sup> day of June, 1999 and acknowledged the same to be our act.

  
KENNY SPENCE

  
JAMES B. DEAN

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was sworn to before me this 9<sup>th</sup> day of June, 1999 by KENNY SPENCE and JAMES B. DEAN, both of whom personally appeared before me at the time of notarization, and KENNY SPENCE submitted a Florida Driver's License as identification and JAMES B. DEAN submitted a Resident Alien Card.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS

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

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That VENOM 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 Plantation, County of Dade, State of Florida, has named KENNY SPENCE located at 4846 NW 2<sup>nd</sup> Place in the City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: KENNY SPENCE

DATE: 6/9/99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA