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Florida Department of State  
Division of Corporations  
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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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

MADS PRODUCTION ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MAD\$ PRODUCTION ENTERTAINMENT, INC.**

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

**ARTICLES I: NAME OF THE CORPORATION**

The name of the corporation is MAD\$ PRODUCTION ENTERTAINMENT INC. hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 2268 NW 81<sup>st</sup> Terrace, Miami, FL 33147.

**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.

Jeannette A. Andrews-Thompson  
P. O. Box 510605  
Miami, FL 33151  
#0075124 (305) 751-8934

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**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) 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 2268 NW 81<sup>st</sup> Terrace, Miami, FL 33147; and the registered agent at that office is Darran L. Moore.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have three (3) 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:

Darran L. Moore  
2268 NW 81<sup>st</sup> Terrace  
Miami, FL 33147

Lawrence G. Moore  
2268 NW 81<sup>st</sup> Terrace  
Miami, FL 33147

Gerald Moore  
2268 NW 81<sup>st</sup> Terrace  
Miami, FL 33147

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

DARRAN L. MOORE  
2268 NW 81<sup>ST</sup> Terrace  
MIAMI, FL 33147

IN WITNESS WHEREOF, I, DARRAN L. MOORE, the undersigned incorporator, have signed these Articles of Incorporation on this 27<sup>th</sup> day of July, 1999, and acknowledged the same to be my act.

Darran L. Moore  
DARRAN L. MOORE

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 27 day of July, 1999 by DARRAN L. MOORE, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida driver's license as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson  
STATE OF FLORIDA AT LARGE



Jeannette G. Andrews-  
Thompson  
My Commission CC819889  
Expires March 2, 2003

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

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 MAD\$ PRODUCTION ENTERTAINMENT, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named DARRAN L. MOORE, at 2268 NW 81<sup>ST</sup> Terrace, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGMENT:**

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: Darran L. Moore  
DARRAN L. MOORE  
DATE: 7/27/99

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