

LAW OFFICE OF  
RUDOLPH M. DI LASCIO, JR., P.A.

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July 22, 1999

999000068191

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

Re: New corporate file  
SFX II, Inc.

FILED  
99 JUL 26 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen:

I have enclosed the following items regarding the filing of a new corporation:

1. Original and one copy of the Articles of Incorporation for the above referenced corporation.
2. Check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee, minimum taxes and the cost of one certified copy.

Please file accordingly and forward the certified copy to my office.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

Rudolph M. Di Lascio, Jr.

Rudolph M. Di Lascio, Jr.

RMD/sb  
Enclosure

500002941875--8  
-07/26/99--01152--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
99 JUL 26 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SFX II, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be SFX II, INC., and the principal place of business of this corporation shall be 1602 N.W. 90th Way, Pembroke Pines, Florida 33024.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

**ARTICLE IV. REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Corporation shall be: 1602 N.W. 90th Way, Pembroke Pines, Florida 33024, and the name of the initial Registered Agent of the Corporation at that address is: JOSEPH A. LEO.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII. DIRECTORS**

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

JOSEPH A. LEO	-	1602 N.W. 90th Way Pembroke Pines, Florida 33026
PETER MICALE	-	9430 Live Oak Place, Apt. 101 Davie, Florida 33324

#### ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

<b>JOSEPH A. LEO</b> President	- 1602 N.W. 90th Way Pembroke Pines, Florida 33026
<b>PETER MICALÉ</b> Vice President	- 9430 Live Oak Place, Apt. 101 Davie, Florida 33324
<b>TRISH KURBAN</b> Secretary/ Treasurer	- 5450 S.W. 160th Avenue Davie, Florida 33331

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

#### ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

JOSEPH A. LEO  
1602 N.W. 90th Way  
Pembroke Pines, Florida 33024

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 21 day of July, 1999.

Joseph A. Leo L.S.  
JOSEPH A. LEO

STATE OF FLORIDA

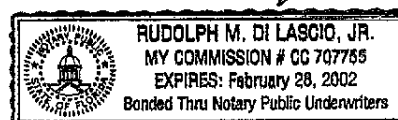
SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared JOSEPH A. LEO known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced FL DRIVERS LICENSE as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 21 day of July, 1999.

Rudolph M. Di Lascio, Jr.  
NOTARY PUBLIC  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:

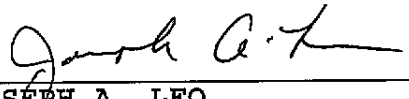


ACCEPTANCE OF DESIGNATION  
AS  
REGISTERED AGENT

FILED  
99 JUL 26 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JOSEPH A. LEO having been named the statutory agent of SFX II, INC. does hereby accept designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 21 day of July, 1999.

  
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JOSEPH A. LEO