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FILED
99 AUG 11 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 9, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/11/99-01021-007
*****78.75 *****78.75

RE: ULTIMATE ENTERTAINMENT, INC.

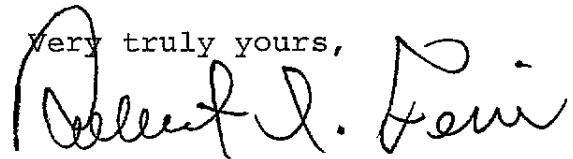
Gentlemen:

Enclosed please find the Articles of Incorporation for the above referenced corporation, together with my trust account check in the amount of \$78.75.

Please forward a certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your immediate attention in this matter.

Very truly yours,



ROBERT I. FEIN

RIF/jp
Enclosures

D. BROWN AUG 16 1999

ARTICLES OF INCORPORATION
OF
ULTIMATE ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation.

ARTICLE I

NAME

The name of this corporation shall be ULTIMATE ENTERTAINMENT, INC., a Florida corporation.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do defendant any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a) To import, export, purchase, obtain on consignment or otherwise be in possession of all goods, appliances, to otherwise purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and building belonging to or be acquired by this company or any other person, firm or corporation.
- b) To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade real and personal property of every kind and description.
- c) To subscribe for, purchase, invest in, hold, own,

assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the Company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the Company.

d) To acquire, hold, undertake and fully exploit the good will, property rights, franchises and assets of every kind, and the liabilities of any persons, firm association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the Company or otherwise.

e) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limits as to amount, to incur debt and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

f) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

g) To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States,

the District of Columbia and in any and all other jurisdictions;

h) To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certification of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trusts, trusts and trust estates of associations, certificates of trust or beneficial interest in trust, mortgages, contracts and other instruments, securities and rights to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organizational liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

i) To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with power to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purpose of the Corporation.

j) To do any and all things, and everything necessary for the accomplishments of the objects enumerated in these Articles of Incorporation or any amendment hereto necessary and incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be 1000 shares no par value, common stock. This stock shall have full voting rights, preemptive privileges, non-cumulative as to dividends, and shall be issued fully paid and non-assessable. The stock shall be restricted as to transfer as follows: This stock may be transferred on the books of this corporation, without first giving the right of purchases for ten (10) days to the corporation at the book value of the stock, and thereafter for five (5) days to any stockholders, of record, at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property real or personal labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars.

ARTICLE V.

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at: 8211 N.W. 169 Terrace, Miami, Florida 33016, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of Directors of this corporation shall be not less than one nor more than three.

ARTICLE VIII.

REGISTERED AGENT AND OFFICE

The registered agent of this Corporation shall be:

Caryle DeCruise and the registered office shall be at: 8211 N.W. 169 Terr., Miami, FL 33016.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act, relative to keeping open said office.

Caryle D. Cruise
REGISTERED AGENT
CARYLE DeCRUISE

ARTICLE IX

DIRECTORS

The names and post office addresses of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME:

CARYLE DeCRUISE

DANNY BROWN

RONALD BRANDON

ADDRESS:

8211 N.W. 169 Terrace

Miami, FL 33016

8211 N.W. 169 Terrace

Miami, FL 33016

8211 N.W. 169 Terrace

Miami, FL 33016

ARTICLE X
SUBSCRIBERS

NAME:

ADDRESS:

CARYLE DeCRUISE

8211 N.W. 169 Terrace

Miami, FL 33016

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by Statute by or set out in the Corporate By-Laws, so long as same does not conflict with the Florida Statutes.

The Directors of this corporation shall have the power to make or amend the By-Laws to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the corporation.

ARTICLE XII

The officers of the corporation shall be controlled by the Board of Directors, and each resolution shall require the approval by majority vote of all directors before its adoption as a corporate act.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

The original incorporators of this corporation shall have the right, upon its organization, to assign and deliver their subscription of stock as set forth in Article X hereof, to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who

IN WITNESS WHEREOF, WE, the undersigned, being each of the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and do respectfully agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals, this, the 6 day of August, 1999.

Caryle D² Cruise (SEAL)
CARYLE DeCRUISE- Sole Subscriber
and the Registered Agent

_____ TS 66 (SEAL)

SECRETARY OF THE ARMY
WASHINGTON, D.C.
AUG 11 1964
FILL (SEAL)

OF STAL
EE, FLOR
PM 4:
(SEAL)

(SEAL)

(SEAL)

BEFORE ME, the undersigned authority, personally appeared CARYLE DeCRUISE, Registered Agent and Sole Subscriber, who is
personally known to me or who has produced a FLORIDA DRIVER'S LICENSE
as identification and who did not take an oath. He is known to me
to be the person described in the foregoing instrument and who exe-

cuted the foregoing Articles of Incorporation, and who, after being by me first duly sworn, on oath depose, say and do acknowledge before me, that the said Articles to be the act and deed of the signers respectively and respectfully, and the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Florida, Dade County, this 6 day of August, 1999.



Notary Public, State of
Florida at Large

My Commission Expires:

