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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

**FLORIDA PROFIT CORPORATION OR P.A.**

**BURKE-WOLF ENTERTAINMENT, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 30, 1999

FAS-T

SUBJECT: BURKE-WOLF ENTERTAINMENT, INC.  
REF: W99000020108

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

ONLY 1 RA SIGNATURE REQUIRED.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H99000021690  
Letter Number: 799A00043267

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
OF

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: BURKE-WOLF ENTERTAINMENT, INC.

The principal place of business of this corporation shall be:  
851 N.W. 200th STREET  
MIAMI, FLORIDA 33169

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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1000 SHARES @ ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DAVID BURKE - PRESIDENT/VICE-PRESIDENT  
828 N.W. 200th STREET  
MIAMI, FLORIDA 33169

PREPARED BY:

BARBARA STRONG, C.P.A.  
3401 N.W. 202nd Street  
Miami, Florida 33056-1722

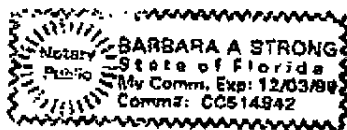
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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DAVID BURKE - PRESIDENT  
851 N.W. 200th STREET  
MIAMI, FLORIDA 33169

IN WITNESS WHEREOF, the undersigned incorporator(s)  
has (have) executed these Articles of Incorporation  
this, AUGUST 27th day of 1999



Signature(s) of Incorporator(s)

*David Burke*

DAVID BURKE - PRESIDENT

PREPARED BY:

BARBARA STRONG, C.P.A.  
3401 N.W. 202nd Street  
Miami, Florida 33056-1722

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

BURKE - WOLF ENTERTAINMENT , INC.

2. The name and address of the registered agent and office is:

Barbara Strong  
3401 N.W. 202nd STREET

(P.O. BOX NOT ACCEPTABLE)

CAROL CITY, FLORIDA 33056-1722

(CITY/STATE/ZIP)

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SIGNATURE

DAVID BURKE

TITLE

PRESIDENT

DATE

AUGUST 27th, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

AUGUST 27th, 1999