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AW OFFICE
Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

September 9, 1999 P000002985397--8

-09/13/99-01113-004
*****75.00 *****75.00

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

Re: Incorporation of Reel to Real
Publications, Inc.

To Whom It May Concern:

Please be advised that the undersigned attorney represents the incorporators of Reel to Real Publications, Inc.

Pursuant to same, I am herewith enclosing an original and copy of my client's Articles of Incorporation together with my check made payable to your Department in the sum of \$75.00.

I would therefore appreciate your filing the enclosed Articles of Incorporation and thereafter forwarding your acknowledgement to my office.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

Mrs. Rosenthal GAVE
AUTHORIZATION BY PHONE TO
CORRECT *art VII*
DATE *9-17-99*
DOC. EXAM *BR*

FILED
99 SEP 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER SEP 17 1999

ARTICLES OF INCORPORATION
OF
REEL TO REAL PUBLICATIONS, INC.

FILED
99 SEP 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

REEL TO REAL PUBLICATIONS, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of producing, composing, writing and publishing of works of music and productions in connection therewith together with any and all acts necessary and/or related thereto.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Thousand (1000) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those

conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

11526 Royal Palm Blvd.
Coral Springs, Florida 33065

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be SCOTT NILSEN, and the Registered Office shall be located at:

11526 Royal Palm Blvd.
Coral Springs, Florida

or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they

so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Scott Nilsen	President/Treasurer	11526 Royal Palm Blvd. Coral Springs, Fl.
Susan Nilsen	Secretary	11526 Royal Palm Blvd. Coral Springs, Fl.
Van Elkayem	Vice President	11526 Royal Palm Blvd. Coral Springs, Fl.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Scott Nilsen	11526 Royal Palm Blvd. Coral Springs, Fl.
Susan Nilsen	11526 Royal Palm Blvd. Coral Springs, Fl.
Van Elkayem	11526 Royal Palm Blvd. Coral Springs, Fl.

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Scott Nilsen	11526 Royal Palm Blvd. Coral Springs, Fl.	410	\$4,100.00
Susan Nilsen	11526 Royal Palm Blvd. Coral Springs, Fl.	190	\$1,900.00
Van Elkayem	11526 Royal Palm Blvd. Coral Springs, Fl.	400	\$4,000.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities; including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.




ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BY-LAWS

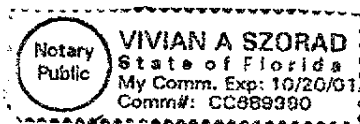
The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

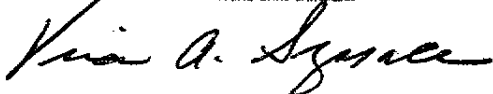
IN WITNESS WHEREOF, we have hereunto set my hand and seal at Broward County, Florida, this _____ day of _____ 1999.

 (SEAL)
SCOTT NILSEN
 (SEAL)
SUSAN NILSEN
 (SEAL)
VAN ELKAYEM

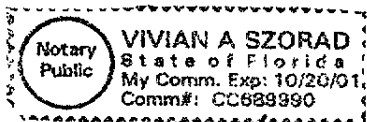
STATE OF FLORIDA)
) .SS
COUNTY OF BROWARD.)

The foregoing instrument was acknowledged before me this 30 day of July, 1999, by SCOTT NILSEN, who is personally known to me and have produced her driver's license as identification and who did (did not) take an oath; by SUSAN





NILSEN, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath; and by VAN ELKAYEM, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.



Vivian A. Szorad

NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of REEL TO REAL PUBLICATIONS, INC, and agrees to serve as its Registered Agent, to accept service of process within the State as its Registered Office located at: 11526 Royal Palm Blvd., Coral Springs, Florida.

Scott Nilsen
SCOTT NILSEN, Registered
Agent

FILED
99 SEP 13 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA