

P990010/552

Requester's Name

Address

Phone #

STEVEN L. WERBLE, C.P.A.
300 NW 20TH AVENUE, SUITE 200
PLANTATION, FL 33317

600003038056--6
-11/08/99--01092--008
****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. DRS ENTERTAINMENT, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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99 NOV 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

~~W99-25864~~

Examiner's Initials

PH 11/19/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 9, 1999

STEVEN L. WERBLE, C.P.A.
300 NW 70TH AVE, SUITE 200
PLANTATION, FL 33317

SUBJECT: DRJ ENTERTAINMENT, INC.
Ref. Number: W99000025864

We have received your document for DRJ ENTERTAINMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 499A00054139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DRJ ENTERTAINMENT, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE ONE: NAME

The name of the corporation is:

DRJ Entertainment, Inc.

ARTICLE TWO: NATURE OF BUSINESS

This corporation may engage or transact in 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 THREE: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value.

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

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED and NO/100 (\$500.00) DOLLARS.

ARTICLE FIVE: TERM OF EXISTENCE

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

ARTICLE SIX: ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 4611 S. University Drive #417 Ft. Lauderdale, Florida 33328 and the Board of Directors may from time to time move the principal office to any other address.

in Florida.

ARTICLE SEVEN: DIRECTORS

The corporation shall have not less than one nor more than four directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders.

ARTICLE EIGHT: SUBSCRIBERS

The name, addresses and the number of shares subscribed for by each subscriber of these Articles of Incorporation is:

Subscriber #1:

Name: Ren Fanning - President

Address: PO Box 1313 Binghamton, NY 13902-1313

Number of shares subscribed for: FORTY (40) SHARES.

Subscriber #2:

Name: Jared Cosgrave - Vice President

Address: 4611 S. University Drive #417, Ft. Lauderdale, FL 33328

Number of shares subscribed for: THIRTY (30) SHARES.

Subscriber #3:

Name: Dennis Buchanan - Secretary & Treasurer

Address: 12A Elm Street, Greenwood Lake, NY 10925

Number of shares subscribed for: THIRTY (30) SHARES

ARTICLE NINE: 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 by the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Directors of this corporation shall have the power to make or amend the By-Laws and 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 them for any indebtedness of such members of the corporation.

ARTICLE TEN: AGREEMENTS

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation and when any agreement is made between stockholders owning at least Seventy-Five (75%) Percent of the stock then outstanding in the corporation, such agreement shall be binding

upon the corporation, shall be recognized by the Directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of Directors and in particular, stockholders may include in the agreements between themselves the following valid matters of agreement, to wit:

- A. The manner and method in which the persons by whom Directors may be elected;
- B. Any limitation upon the transferability or assignment of the stock;
- C. The conferring of pre-emptive rights of purchase upon stockholders on conditions precedent to the sale of any other stocks;
- D. Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between stockholders shall continue to be binding upon the corporation until there is filed with each officer of the corporation, a written instrument signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such a succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

ARTICLE ELEVEN: REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 4611 S. University Drive #417, Ft. Lauderdale, FL 33328, name of the initial registered agent of the corporation at that address is Jared Cosgrave.

IN WITNESS WHEREOF, I am the original subscriber to the capital stock herein-above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying the facts herein stated are true, and do agree to take the number of shares herein-above set forth, and hereunto set our hands and seals this 5TH day of November, 1999.

Jared Cosgrave

STATE OF FLORIDA

COUNTY OF BROWARD

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that DRJ 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 Weston, County of Broward, State of Florida, has named:

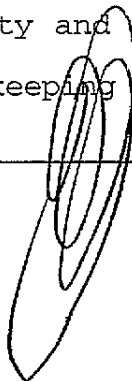
Jared Cosgrave

located at 4611 S. University Drive #417, County of Broward, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the 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.

Resident Agent: _____



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