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**JEFFREY HYMAN**  
-Tax Accountant  
9301 NE 6th Ave. Suite 301  
Miami Shores, FL 33138

200003059932-6  
-12/03/99-01057-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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TALLAHASSEE FLORIDA

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**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

W-27882  
12/7

Examiner's Initials *ox*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 7, 1999

JEFFREY HYMAN  
9301 NE 6TH AVE., STE. 301  
MIAMI SHORES, FL 33138

SUBJECT: NICHOLS ENTERPRISES, INC.  
Ref. Number: W99000027882

We have received your document for NICHOLS ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 299A00057496

**ARTICLES OF INCORPORATION**  
**OF**  
**NICHOLS ENTERTAINMENT, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is:

**NICHOLS ENTERTAINMENT, INC.**

**ARTICLE II**

The nature of the business:

- a. To engage in the areas of artist management, media production, music publishing and related merchandising.
- b. To invest in real estate, stocks, bonds, mutual funds, etc.
- c. To engage in any other lawful business or businesses and to exercise and enjoy all rights, powers and privileges incident to the corporation for profit, by virtue of the laws and Constitution of the State of Florida.

**ARTICLE III**

Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **5,000 @ \$ 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 valuation to be fixed by the Board of Directors of this Corporation.

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**ARTICLE IV**

Initial Capital:

The amount of capital with which the corporation shall begin business is \$ 5,000.

**ARTICLE V**

Term of existence:

The corporation shall exist perpetually.

**ARTICLE VI**

The number of initial directors on the Board of Directors of the Corporation is (2). The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than (1).

**ARTICLE VII**

The name and post office address of each member of the first Board of Directors is:

**Kevin Nichols**  
**355 N. Maple Street**  
**Suite 229**  
**Burbank, Ca 91505**

**Mario J. Medious II, CPA**  
**1840 NE 142nd. St. # 2K**  
**North Miami, Fl 33181**

**ARTICLE VIII**

The name and address of the incorporator:

**Jeffrey Hyman**  
**9301 NE 6th Ave.**  
**Suite 301**  
**Miami Shores, Fl 33138**

**ARTICLE IX**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

**Mario J. Medious II, CPA  
1840 NE 142nd. St. # 2K  
North Miami, Fl 33181**

**ARTICLE X**

The mailing address of the Corporation is:

**Nichols Entertainment, Inc.  
12864 Biscayne Blvd.  
Suite 203  
North Miami, Fl 33181**

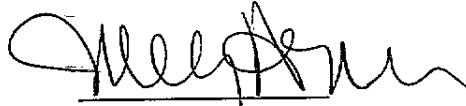
**ARTICLE XI**

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 the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

**ARTICLE XII**

Subject to qualification, the Corporation may elect to be a Sub-Chapter S corporation, pursuant to the laws of the United States and the Internal Revenue Service.

WITNESS the hand of the said incorporator this 17<sup>th</sup> day of December



**JEFFREY HYMAN**  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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**FILED**

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS**

Pursuant to Chapter 48,091 of the Florida Statutes, the following is submitted, in compliance with said Act: that **NICHOLS ENTERTAINMENT, INC.** desiring to organize under the laws of the State of Florida, with its principle office in the Country of Dade, in the State of Florida, has named **MARIO J. MEDIOUS II, CPA** 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 a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



**MARIO J. MEDIOUS II, CPA**  
Registered Agent