



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 8/27/85

Number 661009

Receipt No. 16068

F724-0871 0008

Received of
or filed by

SCHWARTZ & SCHWARTZ

F0724-0871

The sum of \$

75.00

for filing ARF

of

SHOWSTOPPER'S TALENT AGENCY, INC.

Returned to:

SCHWARTZ & SCHWARTZ
ATT: R.L. SCHWARTZ
906 MAIN ST.
CINCINNATI, OH 45202

16068

ARF \$ 75.00

RECEIPT

Name:

SHOWSTOPPER'S TALENT AGENCY, INC.

Total Fee: \$ 75.00



Department of State

F0724-0872

The State of Ohio

Sherrod Brown

Secretary of State

661009

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

of:

SHOWSTOPPER'S TALENT AGENCY, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F724 at Frame 0873 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 16TH day of AUG,

A.D. 19 85.



Sherrod Brown

Sherrod Brown

Secretary of State

F0724-0873

SHOWSTOPPER'S TALENT AGENCY, INC.

APPROVED

By BNDate 8-16-85Amount 75.00

ARTICLES OF INCORPORATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, for profit, under sections 1701.01 et seq. of the Ohio Revised Code do hereby certify:

FIRST. The name of said corporation shall be:
SHOWSTOPPER'S TALENT AGENCY, INC.

SECOND. The place in Ohio where its principal office is to be located is:

SHOWSTOPPER'S-TALENT AGENCY, INC.

6890 Fair Oaks Drive

Cincinnati, Ohio 45237

County Of Hamilton

THIRD. The purposes for which it is formed are:

1. A Business for profit dealing in the work of a booking agency and specializing in the planning and organization of commercial shows, training, presentations and entertainment for public and private commercial enterprises and rendering of advise and consultation in respect thereto including the contracting and subcontracting for same.

2. To transact and carry on all or any other business which may be necessary, incidental, related or proper to the exercise of any or all of the aforesaid purposes and powers.

3. In general, to do any and all of the things herein set forth in carrying on its business, for the purposes of attaining and furthering any of its objectives, to make and perform contracts of every kind and description, to do such acts and contracts of every kind and description, to do such acts and things and to exercise any and all such powers to the same extent as a natural person might or could lawfully do to the extent allowed by law. In the execution of the foregoing purposes and powers and in the attainment of the objectives of the corporation, it shall have and possess all powers granted to it by the statute under which it is being organized, including the power:

A. To purchase, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire and to hold,

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use, lease, as lessor, encumber, sell, transfer and dispose of property, real and personal, tangible and intangible, within or without the state.

B. To make contracts and incur liabilities.

C. To acquire, hold, encumber, transfer, guarantee and dispose of shares, bonds and other evidences of indebtedness, securities and contracts of other persons, associations and corporations, domestic or foreign, and to form or acquire the control of other corporations.

D. To conduct business in this state and elsewhere.

E. To borrow money, and to issue, sell and pledge its bonds, notes, and other evidences of indebtedness, and to secure any of its obligations by mortgage, pledge of deed of trust of all or any part of its property.

F. To purchase, own, sell and transfer (but not to vote) shares of its own capital stock if and when the capital of the corporation is not, thereby, impaired.

G. To take licenses in respect of, use and operate under any letters patent of the United States of America or any other country or government; any applications therefor and any and all rights and privileges connected therewith ed by the Chairperson.

A vote was then taken upon the adoption of said regulations.

Four Hundred shares were cast in favor of their adoption, no shares dissenting.

It appearing that a majority of the shares were in favor of the adoption the laws of the United States of America or any other country of government.

4. To make and obtain loans on Real Estate, to buy and sell, hold, own and otherwise deal in Mortgages, Mortgage Bonds or notes, Land Contracts, Land Trust Certificates, Leases and other evidences of indebtedness, secured by Real Estate or by a lien thereon or interest thereon.

5. To engage in any other business not contrary to law.

Each purpose specified in any clause or paragraph in this THIRD ARTICLE shall be deemed to be independent of all

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other purposes herein specified, and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these ARTICLES OF INCORPORATION.

The corporation reserves the right, at any time and from time to time, to change substantially its purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against shall be entitled to payment for the fair cash value of his shares.

FOURTH: The number of shares which the corporation is authorized to have outstanding is five hundred (500) shares of common stock, no par value. Such shares shall be designated as section 1244 of the Internal Revenue Code, common shares without par value, and each shall, in all respects, be equal to every other share.

Shares without par value may be issued pursuant to now or hereafter authorized may be issued or agreed to be subscriptions taken by the incorporators for such amount of consideration as may be specified by the incorporators. After the election of Directors, shares without par value issued from time to time for such amount or amounts of consideration and under such conditions as may be fixed from time to time by the Board of Directors. The Board of Directors in its discretion may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or portion of the amount or amounts of consideration which shall be received by the corporation shall be stated capital.

No transfer of the shares of this corporation by any shareholder to anyone other than any other shareholder shall be valid until after sixty (60) days from the time the other shareholders have been notified in writing of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made and the name of the prospective buyer or buyers. During such sixty day period the other shareholders shall have the option to purchase, on the same terms and conditions specified in the notice, any of such shares of outstanding stock proposed to be sold.

Unless any or all of the other shareholders elect to so purchase the said shares within the sixty (60) day period, the privilege of purchase shall be deemed to have been

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waived and the shareholder desiring to sell the shares shall be at liberty to sell the shares to the prospective buyer or buyers on the same terms and conditions specified in the written notice of a period of time not to exceed thirty (30) days after the expiration of the sixty (60) day period.

Any attempt at sale in violation of this provision shall be null and void. Should more than one shareholder desire to purchase up to the amount of shares that his existing interest proportionately bears to the total share outstanding of all shareholders who are to purchase on said terms.

FIFTH: The amount of stated capital with which the corporation shall begin business is FIVE HUNDRED (500) DOLLARS.

SIXTH: The incorporators and thereafter, the Directors shall fix the price at which the corporation share may be issued.

SEVENTH: The corporation may purchase shares issued by it to the extent of the surplus available for cash dividends when authorized by the Board of Directors, provided however, that the corporation shall not purchase its own shares when there is reasonable grounds for believing that the corporation is unable, or by such purchase may be rendered unable, to satisfy its obligation and liabilities.

EIGHTH: Whenever an action to be taken at a share holders' meeting is by law required to have the assent or approval of the shareholders of the majority of shares having voting power in respect of such action, unless the statutes otherwise require the words "shares having voting power in respect of such action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

F0724-0877

IN WITNESS WHEREOF, we have hereunto subscribed our
names this 15th day of July, 1985.

Mary Bob Rubenstein

Mary-Bob Rubenstein

Karen L. Messmer

Karen L. Messmer

Carolee Schwartz

Carolee Schwartz

INCORPORATORS

F0724-0878

SHOWSTOPPER'S TALENT AGENCY, INC.

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being at least A majority of the shareholders for the above named corporation do hereby appoint Mrs. Mary-Bob Rubenstein, a natural person resident in the county in which the corporation has its principal office upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. Her complete address is:

Mrs. Mary-Bob Rubenstein
6890 Fair Oaks Drive
Cincinnati, Ohio 45237

County of Hamilton

IN WITNESS WHEREOF, we have hereunto subscribed our names this 1st day of July, 1985.

Mary Bob Rubenstein
Mary-Bob Rubenstein

Karen L. Messmer
Karen L. Messmer

Carolee Schwartz
Carolee Schwartz

INCORPORATORS

CINCINNATI, OHIO

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.

Mary Bob Rubenstein

Mary-Bob Rubenstein, Statutory Agent

Date: July 1, 1985

F0724-0879

SCHWARTZ & SCHWARTZ
ATTORNEYS AND COUNSELORS AT LAW
405 SCHWARTZ BLDG.

906 MAIN STREET
CINCINNATI, OHIO 45202

JUDITH SCHWARTZ
ROBERT L. SCHWARTZ
MICHAEL S. SCHWARTZ

PHONE (513) 241-3447

August 15 19 85

Secretary of State
State Office Tower
30 East Broad
Columbus, OH 43215
ATTN: Bernice Hause

RE: Showstopper's

Dear Ms. Hause:

We are returning the enclosed Articles of Incorporation for Showstopper's Talent Agency, Inc. with the appropriate corrections. Please process the Articles accordingly.

Very truly yours,
Schwartz & Schwartz

Robert L. Schwartz

RLS/dd

Enclosure: Articles
Check

CORRESPONDENCE