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LOUIS M. BARRIOS-BALBIN  
Attorney At Law  
777 Brickell Avenue  
Suite 900  
Miami, FL 33131

August 3, 2001

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-08/13/01--01122--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Once Upon A Time Productions, Inc.

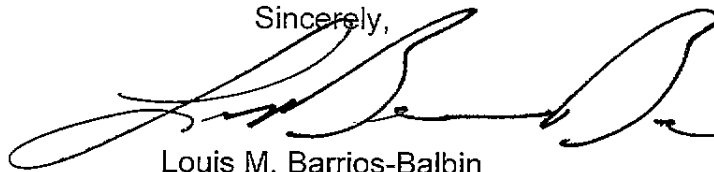
Dear Madame or Sir:

Enclosed please find the original Articles of Incorporation of Once Upon A Time Productions, Inc., together with a check number 1724, in the amount of \$78.75 (Filing Fee, \$35.00; Registered Agent Designation, \$35.00; and Certified Copy, \$8.75).

Please file the corporation and provide the undersigned with the certified copy of the filing of the same.

Thank you for your prompt attention to this matter.

Sincerely,



Louis M. Barrios-Balbin

LMB:am  
Enclosures

01 AUG 13 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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8/17/01

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**ARTICLES OF INCORPORATION  
OF  
ONCE UPON A TIME PRODUCTIONS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is Once Upon A Time Productions, Inc.. The principal business address is: 710 Plover Avenue, Miami Springs, FL 33166.

**ARTICLE II**

**DURATION**

This corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

**ARTICLE III**

**PURPOSES**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Prepared By:  
Louis M. Barrios-Balbin  
Florida Bar Number 173118  
777 Brickell Avenue, Suite 900  
Miami, FL 33131

#### ARTICLE IV

##### AUTHORIZED SHARES

The capital stock of this Corporation shall consist of One Thousand Authorized (1,000) Shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and its address is as follows:

Louis M. Barrios-Balbin, Esquire

777 Brickell Avenue

Suite 900

Miami, FL 33126

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than Three (3). The Bylaws may provide for the increase or decrease in the number

thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have Two (2) Directors. The names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hilda Benitez	710 Plover Avenue, Miami Springs, FL 33166
Julissa Barrios-Balbin	8346 Dundee Terrace, Miami Lakes, FI 33016

#### ARTICLE VII

##### INCORPORATOR

The names and addresses of the Incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hilda Benitez	710 Plover Avenue, Miami Springs, FL 33166
Julissa Barrios-Balbin	8346 Dundee Terrace, Miami Lakes, FL 33016

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting, and regulating the powers of

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the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation.

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in the corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.
4. This corporation shall indemnify any officer or director, and any former officer or director to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation in DADE County, Florida, for the uses and purposes aforesaid this 31<sup>st</sup> day July, 2001.

Juliana Barrios-Bellri  
Incorporator  
[Signature]  
Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE )

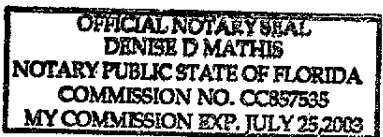
ss.

BEFORE ME the undersigned authority, personally appeared \_\_\_\_\_, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and (s)he has freely and voluntarily acknowledged before me according to law that (s)he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in DADE County, Florida, this 31<sup>st</sup> day of July, 2001.

[Signature]  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



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

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In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: Once Upon A Time Productions, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Miami-Dade County, State of Florida, has named LOUIS M. BARRIOS-BALBIN, ESQUIRE, located at 777 Brickell Avenue, Suite 900, Miami, FL 33131 as its agent to accept service of process within this state.

01 AUG 13 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ACKNOWLEDGMENT: 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 I agree to comply with the provision of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.325 of the Florida Statutes.

  
\_\_\_\_\_  
LOUIS M. BARRIOS-BALBIN

Prepared By:  
Louis M. Barrios-Balbin  
Florida Bar Number 173118  
777 Brickell Avenue, Suite 900  
Miami, FL 33131