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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 DEC 24 PM 2:12

FILED

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Date: December 22, 2003
RE: SECOND CHAPTER, INC.
FLA. BAR NO: 539376

TO WHOM THIS MAY CONCERN:

Enclosed please find original and two (2) copies of the Articles of Incorporation of Second Chapter, Inc., please file as a for profit entity.

- X Will you please file and return certified copy of the enclosed articles at the earliest possible date.
- X Check in the amount of \$122.50 is enclosed to cover costs.

Thank you for your assistance in this matter.

BY: 

GLENN R. MILLER, P.A.
67 N.E. 168th Street
North Miami Beach, FL 33162
(305) 895-1565

GRM:sfb
Encls.

ARTICLES OF INCORPORATION
OF
SECOND CHAPTER, INC.

FILED
03 DEC 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME. The name of this corporation is **SECOND CHAPTER, INC.**

ARTICLE II

DURATION. This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE. This corporation is organized for the purpose of engaging in any or all lawful business in production, media, entertainment services.

ARTICLE IV

CAPITAL STOCK. This corporation is authorized to issue 5,000 shares of One Hundred Dollars (\$100.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V

SHAREHOLDERS. The corporate shares shall be divided as follows:

WILLIAM "PONCH" ORANGE - 51%;

LASTER WILSON - 12.25%;

PIERRE HART - 12.25%;

MICHAEL HALLMON - 12.25%; and

ARTISE WRIGHT - 12.25%.

ARTICLE VI

PRE-EMPTIVE RIGHTS. Every shareholder, upon the sale for case of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT. The principle address of corporation and the street address of the initial registered office of this corporation is **65 N.E. 168th Street, North Miami Beach, Florida 33162**, and the name of the initial registered agent of this corporation **MARVIN C. FRAZIER, 65 N.E. 168th Street, North Miami Beach, Florida 33162.**

ARTICLE VIII

INITIAL BOARD OF DIRECTORS. This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one Director nor more than five. The name and address of the Initial Board of Directors of the corporation are:

**William "PONCH" Orange, President/CEO
2311 N.W. 82nd Street
Miami, Florida 33147**

**Laster Wilson, 1st Vice President
5258 N.W. 194th Lane
Miami, Florida 33055**

Pierre Hart, 2nd Vice President
2550 N.W. 152nd Terrace
Miami, Florida 33054

Michael Hallmon, Treasurer
8475 N.W. 24th Court
Miami, Florida 33147

Artise Wright, Secretary
7131 Grandview Boulevard
Miramar, Florida 33023

ARTICLE IX

INCORPORATORS. The name and address of the Incorporators signing these Articles of Incorporation is:

William "PONCH" Orange, President/CEO
2311 N.W. 82nd Street
Miami, Florida 33147

Laster Wilson, First Vice President
5258 N.W. 194th Lane
Miami, Florida 33055

Pierre Hart, Second Vice President
2550 N.W. 152nd Terrace
Miami, Florida 33054

Michael Hallmon, Treasurer
8475 N.W. 24th Court
Miami, Florida 33147

Artise Wright, Secretary
7131 Grandview Boulevard
Miramar, Florida 33023

ARTICLE X

INDEMNIFICATION. The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14th day of December, 2003.

BY William "Ponch" Orange
WILLIAM "PONCH" ORANGE, Incorporator

BY Laster Wilson
LASTER WILSON, Incorporator

BY Pierre Hart
PIERRE HART, Incorporator

BY Michael Hallmon
MICHAEL HALLMON, Incorporator

BY Artise Wright
ARTISE WRIGHT, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared WILLIAM "PONCH" ORANGE, LASTER WILSON, PIERRE HART, MICHAEL HALLMON and ARTISE WRIGHT to me known to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal this 14th day of December, 2003.

[Signature]
NOTARY PUBLIC

My commission expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That **SECOND CHAPTER, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **MARVIN C. FRAZIER**, located at **65 N.E. 168th Street, North Miami Beach, Florida 33162**, as its Agent to accept service of process within Florida.

DATE: 12/14/03

William "Ponch" Orange
WILLIAM "PONCH" ORANGE
President

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATE: 12/14/03

Marvin C. Frazier
MARVIN C. FRAZIER
Resident Agent