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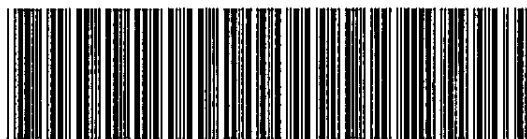
(Business Entity Name)

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ARTICLES OF INCORPORATION

OF

DE LA RAZA ENTERTAINMENT GROUP, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is DE LA RAZA ENTERTAINMENT GROUP, INC.

The corporation's initial principal place of business shall be 8415 S.W. 107TH Avenue, Suite 306W, Miami, Florida 33173.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Mailing Address

The initial mailing address of the corporation is 8415 S.W. 107TH Avenue, Suite 306W, Miami, Florida 33173.

Article V

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8415 S.W. 107TH Avenue, Suite 306W, Miami, Florida 33173, and the name of the initial registered agent of this corporation at that address is LOU MAX RODRIGUEZ.

Article VII

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
LOU MAX RODRIGUEZ	8415 S.W. 107 TH Avenue Suite 306W Miami, Florida 33173

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VIII

Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Article IX

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X

Incorporator

The name and street address of the incorporator of this corporation is:

BARBARA PEREZ
150 West Flagler Street
Suite 2700
Miami, Florida 33130

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any

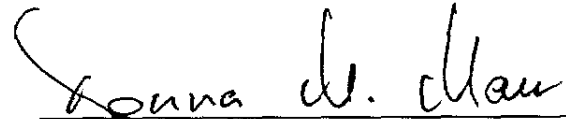
right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 1st day of June, 2005.

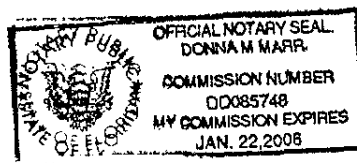

BARBARA PEREZ

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

The foregoing instrument was acknowledged before me on May 31, 2005 by BARBARA PEREZ, known personally by me.


Notary Public,
State of Florida at Large
Name: DONNA M. MARR.

My Commission Expires:
1-22-06.



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:

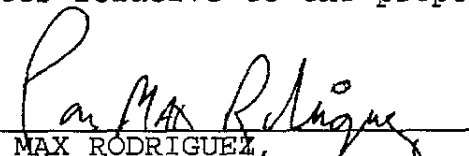
DE LA RAZA ENTERTAINMENT GROUP, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coral Gables, State of Florida, has named LOU MAX RODRIGUEZ, located at 8415 S.W. 107TH Avenue, Suite 306W, Miami, Florida 33176, as its agent to accept service of process within Florida.



BARBARA PEREZ, Incorporator

Dated: June 1st, 2005

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.

By: 

LOU MAX RODRIGUEZ,
Registered Agent

Dated: June 2, 2005

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