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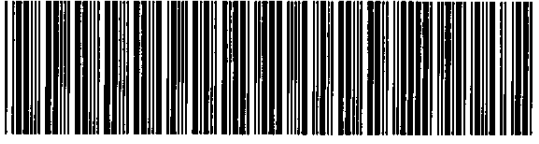
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MAY 18 AM 7:38

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 1, 2007

PETER LAMELAS
13265 SW 128TH PASSAGE
MIAMI, FL 33186

SUBJECT: TRANZ ENTERTAINMENT CORPORATION
Ref. Number: W07000020938

We have received your document for TRANZ ENTERTAINMENT CORPORATION 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 307A00030074

TRANZ ENTERTAINMENT CORPORATION

13265 Southwest 128TH Passage
Miami, Florida 33186

April 23, 2007

Department of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

Re: TRANZ ENTERTAINMENT CORPORATION

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for **TRANZ ENTERTAINMENT CORPORATION**.

I have also enclosed a copy of your prior letter which rejected a similar name I attempted to use, Tranz Corporation, which was in fact not available as it had been previously used and subsequently administratively dissolved. At the time of filing under that name, I had attached a check for \$78.75, representing the filing fee, registered agent designation, and one certified copy - said funds were in fact accepted, processed and cleared - thus I have not enclosed any additional funds at this time.

Thank you for your attention to these matters. Please do not hesitate to contact me if you have any comments, questions or concerns.

Very truly yours,



PETER LAMELAS

PL/me

Encl.

cc: Douglas J. Jeffrey, Esq.

ARTICLES OF INCORPORATION OF:

TRANZ ENTERTAINMENT GROUP, INC.
13265 Southwest 128TH Passage
Miami, Florida 33186

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is: **TRANZ ENTERTAINMENT GROUP, INC.**

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business/ mailing address is: 13265 Southwest 128TH Passage, Miami, Florida 33186

ARTICLE III - DURATION:

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscriber.

ARTICLE IV - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK:

This corporation is authorized to issue 500 (Five Hundred) shares, each of which shall have a par value of \$1.00 (one dollar).

Shares may be issued for such consideration as is determined from time-to-time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time-to-time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE VI – PEREMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase this 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 street address of the initial registered office of this corporation is:

**c/o Gilbride, Heller & Brown, P.A.
Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131**

The name of the initial registered agent of this corporation at that address is:

Douglas J. Jeffrey, Esq.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS:

This corporation shall initially have one (1) Director. However, the number of Directors may be increased or diminished from time-to-time in such manner as may be prescribed by the By-Laws, although the number of Directors shall never be less than one (1).

ARTICLE IX – INITIAL DIRECTOR:

The name and street address of the initial Board of Director is:

**Peter Lamelas
13265 Southwest 128TH Passage
Miami, Florida 33186**

Director

ARTICLE X – INITIAL OFFICER:

The name and street address of the initial Officer is:

**Peter Lamelas
13265 Southwest 128TH Passage
Miami, Florida 33186**

President, Secretary and Treasurer

ARTICLE XI – INDEMNIFICATION:

The corporation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any other person who serves at the request of the corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter taken or omitted by him or her as such Director or Officer, and shall reimburse each such person for all legal fees and other expenses provided that no person shall be indemnified against, or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for intentional or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled or shall anything contained herein restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of the corporation are pecuniary or otherwise interested in, or are Directors or Officers of such other corporation; any Director or Officer individually, or any firm of which any Director or Officer may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or she or such firm so interested shall be disclosed or shall have been known to the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he or she were not such Director or Officer of such other corporation or not so interested.

ARTICLE XII – REMOVAL OF DIRECTOR:

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XIII – INCORPORATORS:

The name and address of the sole subscriber of these Articles of Incorporation is:

**Peter Lamelas
13265 Southwest 128TH Passage
Miami, Florida 33186**

ARTICLE XIV – BY-LAWS:

The power to adopt, alter, amend or repeal By-Laws shall be voted in by the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XV – POWERS:

This corporation shall have all powers necessary or convenient to effect its purposes and enumerated in the Florida Corporation Act. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XVI – AMENDMENT:

These Articles of Incorporation may be amended in the manner provided for pursuant to the laws of the State of Florida. Every Amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders' meeting attended by a majority of the stockholders or their proxies entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber hereby executes these Articles of Incorporation this 14 day of May, 2007.

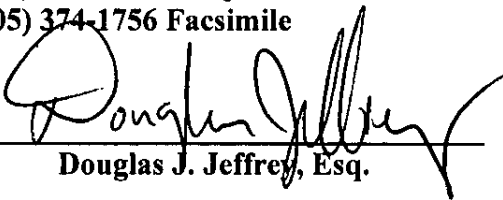
X 
PETER LAMELAS

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

Pursuant to Florida Statute §48.091, the following is submitted in compliance with said Act:

I, Douglas J. Jeffrey, Esq., having been named to accept service of process for **TRANZ ENTERTAINMENT GROUP, INC.**, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office at the following address:

**Gilbride, Heller & Brown, P.A.
Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131
(305) 358-3580 Telephone
(305) 374-1756 Facsimile**

X 
Douglas J. Jeffrey, Esq.

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TALLAHASSEE, FLORIDA

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