

**P01000042387**

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H01000048723 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (950) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**FLORIDA PROFIT CORPORATION OR P.A.**

**GENESIS-7 MEDIA GROUP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 APR 26 PM 3:49

FILED

B. McKnight APR 26 2001

H 01000048723  
(5)

**STATE of FLORIDA**  
**ARTICLES of INCORPORATION**  
**OF**  
**GENESIS-7 MEDIA GROUP, INC.**

FILED  
01 APR 26 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form a close corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Business Corporation Law of the State of Florida,  
**Do HEREBY CERTIFY:**

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is **GENESIS-7 MEDIA GROUP, INC.**

**ARTICLE II**

**DURATION OF CORPORATION**

The period of existence of the corporation is perpetual.

**ARTICLE III**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the corporation is at 9507 S.W. 160<sup>th</sup> Street, Suite 207, Miami, Miami-Dade County, Florida 33157. The mailing address of the corporation is the same.

**ARTICLE IV**

**REGISTERED OFFICE**

The registered office of the Corporation in the State of Florida is located at 5911 West Flagler Street, Miami, Florida 33144. The name and address of the Corporation's registered agent at such address is Carl A. Richardson.

**ARTICLE V**

**PURPOSE AND POWERS OF THE CORPORATION**

**Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of Florida, including the business of marketing, website development, graphic design and animation.

**Powers.** The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE VI**

**TERMS OF SHARES**

**Common Stock.** All of the shares, in the amount of Five Million (5,000,000), that the Corporation has authority to issue constitute a single class of shares known as Common Stock, with a par value of five cents (\$0.05) per share, which shall not be

H 01000048723

**GENESIS-7 MEDIA GROUP, INC.****Articles of Incorporation****Page 2**

issued in series, and shall have the same preferences, limitations, and relative rights.

**Voting Rights of Shares.** The voting power for the election of directors and for all other purposes is vested exclusively in the holders of the Common Stock. In all matters in which they have the right to vote, the holders of Common Stock have one vote per share.

**Distributions.** The Board of Directors may authorize and the Corporation may make distributions to its shareholders if, after giving the distribution effect, (a) the Corporation would be able to pay its debts as they become due in the usual course of business and, (b) the Corporation's total assets would be greater than its total liabilities.

**Record Ownership.** The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

**ARTICLE VII****DIRECTORS**

**Number and Qualification.** The number of directors of the Corporation shall be specified, from time to time, by the Bylaws, which number may be increased or decreased from time to time by amendment of the Bylaws. Directors need not be shareholders of the Corporation. Notwithstanding the foregoing statements, the number of directors of the Corporation shall at no time be less than five (5) persons.

**Liability.** No Director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. These Articles shall not eliminate or limit the liability of a director for any act or omission occurring prior to the time these Articles became effective.

**ARTICLE VIII****ADOPTION, AMENDMENT AND REPEAL OF BY-LAWS**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, adopt, alter, amend and repeal, from time to time, the Bylaws of the Corporation, by the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE IX****AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to

**GENESIS-7 MEDIA GROUP, INC.**

**Articles of Incorporation**

**Page 3**

add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Florida Business Corporation Law or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

**ARTICLE X  
INCORPORATORS**

The incorporator of the Corporation is Carl A. Richardson, whose mailing address is 11415 N.W. 7<sup>th</sup> Street, Miami, Florida 33172. The powers of the incorporator will terminate upon the filing of these Articles. The names and mailing addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders of the Corporation, and who may continue to serve as directors until their successors are elected and qualified, are:

Kenneth Graynor  
15900 S.W. 95<sup>th</sup> Avenue, 309 South  
Miami, Florida 33157;

Rodney Verdiner  
1360 N.E. 151<sup>st</sup> Street  
N. Miami Beach, Florida 33162;

Arthur Young  
15313 S.W. 138 Terrace  
Miami, Florida 33196;

Wilson Guillaume  
18831 N.W. 11 Avenue  
Miami, Florida 33169; and

Milton Howell  
11220 S.W. 164<sup>th</sup> Street  
Miami, Florida 33157;

IN WITNESS WHEREOF, I have hereunto set my hand this 26 day of April 2001.

  
Carl A. Richardson, Incorporator

**GENESIS-7 MEDIA GROUP, INC.**Articles of Incorporation

Page 4

**H 01000048723****CERTIFICATE OF NEW REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Carl A. RichardsonApril 27, 2001  
Date**H 01000048723****FILED**

01 APR 26 PM 3:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA