

# CARLTON FIELDS

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-02/09/00--01063--003  
\*\*\*122.50 \*\*\*\*\*78.75

February 4, 2000

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
2-4-00

FILED  
00 FEB -9 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: B2 PRODUCTIONS, INC., a Florida corporation

Dear Sir or Madame:

Please find enclosed the following:

1. Two signed original Articles of Incorporation.
2. Check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,

Carlton, Fields, Ward, Emmanuel, Smith &  
Cutler, P.A.

Jorge I.G. del Valle

enclosures

F. CHESLER

FEB 15 2000

MIA#2053592.01

<sup>1</sup>  
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

ARTICLES OF INCORPORATION

OF

**B2 PRODUCTIONS, INC.**

EFFECTIVE DATE  
2-4-00

00 FEB -9 AM 10:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation and do hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of the Corporation is **B2 PRODUCTIONS, INC.**, and its principal mailing address is 235 NE 26<sup>th</sup> Street, Miami, Florida 33137.

**ARTICLE II**

**TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE AND PERMITTED ACTIVITY**

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

**ARTICLE IV**

**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$0.01 par value share.

**ARTICLE V**

**PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any

warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

#### ARTICLE VI

##### REGISTERED OFFICE AND AGENT

The initial registered address of the Corporation is 235 NE 26<sup>th</sup> Street, Miami Beach, Florida 33137. The initial Registered Agent at that address is Ivette Rosado.

#### ARTICLE VII

##### INCORPORATORS

The names and address of the Incorporators are: Ivette Rosado and Ronald Fuertes, 235 NE 26<sup>th</sup> Street, Miami Beach, Florida 33137.

#### ARTICLE VIII

##### INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned persons have signed these Articles of Incorporation this 4<sup>th</sup> day of February, 2000.

  
IVETTE ROSADO

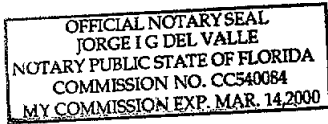
  
RONALD FUERTES

STATE OF FLORIDA )

SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4th day of February, 2000 by IVETTE ROSADO and RONALD FUERTES who are personally known to me or who have produced \_\_\_\_\_ and \_\_\_\_\_ respectively, as identification and who did not take an oath.



Notary Public, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB -9 AM 10:33

FILED

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment to serve as Registered Agent for  
**B2 PRODUCTIONS, INC.**

**IVETTE ROSADO**

By: \_\_\_\_\_

IVETTE ROSADO