

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Panchas Production, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
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T.SMITH JUN 25 2000

INCORPORATION
OF
PANCHOS PRODUCTION, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

PANCHOS PRODUCTION, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any

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and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the production and entertainment business, including but not limited to the production and development of television programs, shows, musicals, theatrical presentation and any and all programs and business activities related to said industry;

2.) To engage in the business of operating a music and/or radio and/or record and/or television enterprise without limit to the scope of any particular sub-industry;

3.) The real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

4.) To engage in the business of importing and exporting commodities, goods and any and all other materials, supplies and exportable items permitted under the respective laws of the corresponding jurisdiction;

5.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

Celina Carmen Fernandez
3375 N. Country Club Drive, # 703
North Miami Beach, Florida 33180

The corporate address and/or corporate headquarters shall be located at:

1330 Coral Way, Suite # 204
Miami, Florida 33145

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

Celina Carmen Fernandez (100% shareholder)
3375 N. Country Drive, # 703
North Miami Beach, Florida 33180

ARTICLE SEVEN
INCORPORATES

The initial incorporates are as follows:

Celina Carmen Fernandez
3375 N. Country Drive, # 703
North Miami Beach, Florida 33180

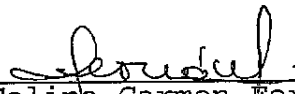
ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporates hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 15th day of June, two thousand (2000).



Celina Carmen Fernandez
Incorporate

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

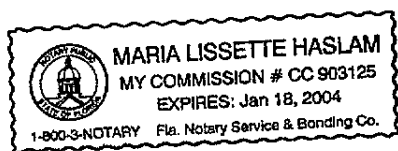
BEFORE ME, a Notary Public authorized to take
acknowledgments in the State of Florida, County of Dade,
and City of Miami Beach, personally appeared :

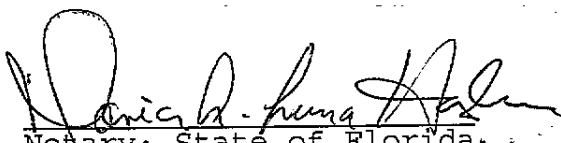
CELINA CARMEN FERNANDEZ

and known to me and known by me to be the person who
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 15th day of June, two thousand (2000).

My commission expires:




Notary: State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

FIRST--That PANCHOS PRODUCTION, INC., is qualified to do
business under the laws of the State of Florida with
its principal office at 1330 Coral Way, Suite # 204,
Miami, Florida 33145, has appointed Celina Carmen Fernandez
located at 3375 N. Country Club Drive, City of North Miami,
County of MIAMI-DADE, State of Florida, as its agent to
accept Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

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
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: *Celina Carmen Fernandez*
CELINA CARMEN FERNANDEZ
REGISTERED AGENT

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