

P000000061564

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.

((H00000033730 3)))

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 : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 26 AM 9:28

FILED

FLORIDA PROFIT CORPORATION OR P.A.

KB PRODUCTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

6
H000 00033730

Charter No. _____

ARTICLES OF INCORPORATION

OF

KB PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this corporation is KB PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

1 of 5

H000 00033730

FILED
00 JUN 26 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 S.W. 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Frank M. Marks. The principal place of business is 6380 S.W. 50th Street, Miami, Florida 33155.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

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

The names of the initial officer(s) and director(s) of this corporation are:

Frank M. Marks	President and Director
Frank M. Marks	Vice President
Frank M. Marks	Secretary
Frank M. Marks	Treasurer

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Frank M. Marks, Esq.
2701 S.W. 3rd Avenue
Miami, Florida 33129

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

H000 00033730

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR
SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

ARTICLE XV - AMENDMENT

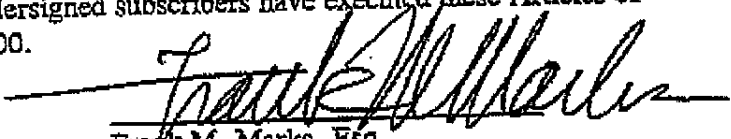
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Page 3 of 5

H000 00033730


H000 0003373 0

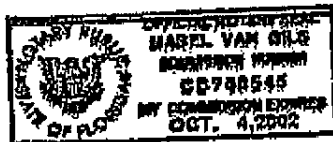
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 23 day of June, 2000.


Frank M. Marks, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 23 day of June, 2000 by Frank M. Marks, Esq., as incorporator for KB PRODUCTIONS, INC., who personally appeared before me at the time of notarization and who is personally known to me and who (did/did not) take an oath.

NOTARY PUBLIC:
sign: 
print: Mabel Van Oile
State of Florida at Large
My Commission Expires:



H000 0003373 0


H000 00033730

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

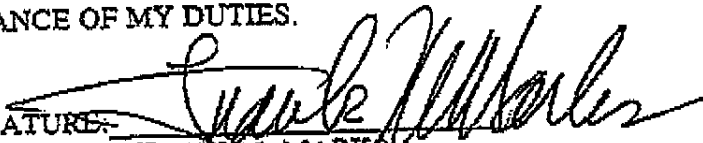
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
 FOLLOWING IS SUBMITTED:

FIRST, THAT KB PRODUCTIONS, INC., DESIRING TO ORGANIZE OR
 QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
 PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED
 FRANK M. MARKS AS REGISTERED AGENT, LOCATED AT 2701 SOUTHWEST 3RD
 AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM PROCESS MAY BE
 SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 6380 S.W. 50TH STREET,
 MIAMI, FLORIDA 33155.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
 Frank M. Marks, Esq.
 Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
 ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS
 CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
 AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE
 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
 FRANK M. MARKS
 (REGISTERED AGENT)

DATED: _____

5 of 5

H000 00033730

FILED
 00 JUN 26 AM 9:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA