

P00000110426  
TRANSMITTAL LETTER

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

08 NOV 30 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SUBJECT: Chale Entertainment Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Kervin Jean-Baptiste  
Name (Printed or typed)

825 NW 52 ST  
Address

Miami, FL 33127  
City, State & Zip

(305) 757 6475  
Daytime Telephone number

800003444978-7  
-10/30/00-01146-012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

W-26881

NOTE: Please provide the original and one copy of the articles.

gt 11/11



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 9, 2000

KERVIN JEAN-BAPTISTE  
825 NW 52ST  
MIAMI, FL 33127

SUBJECT: CHALE ENTERTAINMENT INC.  
Ref. Number: W00000026881

We have received your document for CHALE ENTERTAINMENT INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please list the number of shares and not the percentage.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 200A00058127

**ARTICLES OF INCORPORATION  
OF  
CHALE ENTERTAINMENT, INC.**

We, the undersigned, do hereby subscribe these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, and subject to the following provisions:

**ARTICLE ONE**

The name of the corporation shall be:

**CHALE ENTERTAINMENT, INC.**

**ARTICLE TWO**

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and of the State of Florida; more specifically:

A.) The general nature of the business to be transacted by this corporation shall be transacted by this corporation shall be: To write, record and distribute music to the public by promoting talent on a local, national or international level.

B.) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, good, wares, merchandise, real and personal property, and services of every class, kind and description.

C.) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.

D.) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

E.) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F.) To acquire by purchase, subscription or otherwise to receive, hold, own guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons,

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public or private, or by government of the United States of America, or by any foreign government, or by any state, territory, province, municipality, or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

G.) In general, to carry on any other business in connection with the foregoing, and have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein above set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

### **ARTICLE THREE**

The corporation shall issue 500 shares of common stock, having no par value. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock.

### **ARTICLE FOUR**

The principal office of the corporation shall be located at:

PO Box 473032  
Miami, FL 33247

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

### **ARTICLE FIVE**

This corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least one (1), but not more than seven (7).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this

corporation, and a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability 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 negligence or wilful misconduct in the performance of his duties.

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 of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

#### ARTICLE SIX

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

**BOARD OF DIRECTORS**

<u>NAME</u>	<u>ADDRESS</u>
Kervin Jean-Baptiste	825 NW 52 St. Miami, FL 33127

**OFFICERS**

Kervin Jean-Baptiste	President
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**ARTICLE SEVEN**

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares of stock which each has agreed to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
Kervin Jean-Baptiste	825 NW 52 St. Miami, FL 33127	500

**ARTICLE EIGHT**

The corporation shall have full power to carry on and transact each or all of the business enumerated in Article Two of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by law.

**ARTICLE NINE**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

**ARTICLE TEN**

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-Laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

**ARTICLE ELEVEN**

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

**ARTICLE TWELVE**

The Registered Agent for Service of Process in the State of Florida and its registered office shall be:

**KERVIN JEAN-BAPTISTE**  
825 NW 52 St.  
Miami, Fl. 33127

**ARTICLE THIRTEEN**

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, or repeal the By-Laws within its regular course of business.

**N WITNESS WHEREOF**, the undersigned incorporator(s) had (have) executed these Articles of Incorporation this 24 day of Nov, 2002.

Signature(s) of Incorporator(s)

  
Print name here: Kervin Jean-Baptiste



STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

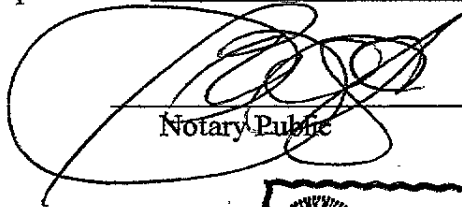
THE FOREGOING instrument was acknowledged and sworn to before me

this 24<sup>th</sup> day of Nov., 2000,

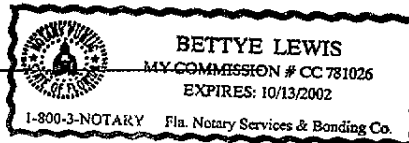
by Kervin Jean-Baptiste ( incorporator)

of Chalé Entertainment, Inc.  
(name of corporation)

Identification presented: FL DL # J511500773110

  
\_\_\_\_\_  
Notary Public

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



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: **Chale Entertainment, Inc.**

2. The name and address of the registered agent and office is:

**Kervin Jean-Baptiste  
825 NW 52 St.  
Miami, FL 33127**

SIGNATURE

*Kervin Jean-Baptiste*

TITLE: Incorporator

DATE

*Nov 24, 00*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

*Kervin Jean-Baptiste*

DATE

*Nov 24, 00*

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TALLAHASSEE, FLORIDA