

**POOOOO 114302**  
**MIAMI BEACH SHOWTIME**

**20533 Biscayne Boulevard Suite N-301 North Miami Beach, Florida 33180**

December 7, 2000

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

FILED  
00 DEC 11 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: *Miami Beach Showtime, Inc.*

100003495211--8  
-12/11/00--01112--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find an original and two copies of Articles of Incorporation for the above captioned new corporation. We have also enclosed a check in the amount of \$78.75, payable to the Secretary of State, which represents the fee for filing and certification of the Articles.

We would ask that you file this corporation and mail back the confirmation from the Secretary of State as well as the certified copy of the Articles. Enclosed please find a self-addressed stamped envelope for your convenience.

If you should have any problems or need any additional information, please do not hesitate to call the undersigned at (305) 978-7987. Thank you for your assistance.

W 24306

Very truly yours,  
*Ulisse Cantoro*  
Ulisse Cantoro

PV  
12/14

Enclosures as stated

ULISSE CANTORO  
1717 N. BAYSHORE DR. Suite  
MIAMI FL 33132 2631



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 19, 2000

ULISSE CANTORO  
20533 BISCAYNE BLVD SUITE N301  
NORTH MIAMI BEACH, FL 33180

SUBJECT: MIAMI BEACH SHOWTIME, INC.  
Ref. Number: W00000024306

Upon receipt of your letter and/or check(s) totaling \$78.75, no document was found. Please return your check along with the proper form.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must send back the articles as well as the check. Our October 6 letter had the original articles attached. Please return both.

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) 487-6923.

RoseAnn Varnadore  
Corporate Specialist Supervisor

Letter Number: 100A00053060

**ARTICLES OF INCORPORATION  
OF  
MIAMI BEACH SHOWTIME, INC.**

FILED  
00 DEC 11 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, in order to form a Corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be MIAMI BEACH SHOWTIME, INC.

**II**

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, house and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall

not be voted upon directly or indirectly nor count as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objectives of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either a principal, agent or broker, conferred by the law of the State of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is **one hundred (100) shares of stock at penny par value.**

### IV

The amount of capital with which this Corporation shall begin business shall be **FIVE HUNDRED DOLLARS (\$500.00).**

### V

The existence of this Corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at 20533 Biscayne Boulevard, Suite N-301, North Miami Beach, Florida 33180.

### VII

The Board of Directors of this corporation shall consist of not less than one (1) member.

### VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, by-laws, and the laws of the State of

Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

President/Vice-President/Treasurer	Ulisse Cantoro
Secretary/Director	20533 Biscayne Boulevard, Suite N-301
	North Miami Beach, Florida 33180

## IX

The Registered Agent and registered office for this corporation are:

**Ulisse Cantoro**  
**20533 Biscayne Boulevard, Suite N-301**  
**North Miami Beach, Florida 33180**

## X

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to take are:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NO. OF SHARES:</u>
Ulisse Cantoro	20533 Biscayne Blvd., #N-301, NMB, FL	100%

## XI

This Corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time, there shall be elected a minimum of three (3) directors who shall hold office for one (1) year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER and such other offices as are permitted by the by-laws of the Corporation. The officers shall serve for one (1) year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the by-laws.

## XIII

ULISSE CANTORO


ULISSE CANTORO

**STATE OF FLORIDA     )**

**: SS.**

WITNESS my hand and seal at Miami, Dade County, Florida this 7<sup>th</sup> day of December, 2000.

**NOTARY PUBLIC, State of Florida**

 Arlene Leal Morejon  
My Commission CC960454  
Expires August 13, 2004