

# P02000088601

## TRANSMITTAL LETTER

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

700006122527--5  
-07/01/02--01053--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: FIVE-O-NINE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: FLORENCE HAREWOOD, MONDESIR & ALEXIS P.A.  
Name (Printed or typed)

209 NE 95<sup>th</sup> STREET, SUITE ONE  
Address

MIAMI-SHORES, FLORIDA 33138  
City, State & Zip

(305) 751-0447  
Daytime Telephone number

FILED  
02 AUG 15 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 5, 2002

FLORENCE HAREWOOD  
MONDESIR & ALEXIS, P.A.  
209 NE 95TH STREET, SUITE ONE  
MIAMI SHORES, FL 33135

SUBJECT: FIVE-O-NINE, INC.  
Ref. Number: W02000019314

We have received your document for FIVE-O-NINE, 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 registered agent and street address must be consistent wherever it appears in your document.

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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 302A00041981

**ARTICLES OF INCORPORATION**  
**OF**  
**FIVE-O-NINE, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME OF THE CORPORATION**

The name of the corporation is as follows: FIVE-O-NINE, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is: 1860 N.E 7<sup>TH</sup> COURT, NORTH MIAMI BEACH, FLORIDA 33162.

**ARTICLES III**  
**DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLES VI**  
**PURPOSE OF CORPORATION AND**  
**NATURE OF CORPORATE BUSINESS**

This Corporation is organized for the following business purposes: To engage live musical performances, music recording and promotion and any lawful business for which this corporation may be incorporated under chapters 621 and 607, Florida Statutes, and under the law of the United States as now exist or may be amended.

**ARTICLE V**  
**CAPITAL STOCK OR CORPORATION**

This Corporation is authorized to issue ONE THOUSAND (1000) of ONE DOLLAR (\$1.00) par value common stock. Consideration to be paid for each share of common stock will be designated by the board of Directors.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

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

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE**

The name of the initial Registered Agent and the street address of the initial registered office and the principal place of this corporation are:

Registered Agent:

Ralph Phanor Menelas

Registered Office:

18260 N.E. 7<sup>TH</sup> Court  
North Miami Beach, Florida 33162

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have five Directors constituting the original Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws; however there shall never be more than five Directors nor less than one. The names and post office addresses of the members of the first of Directors of this corporation, are:

<b><u>NAMES</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Ralph Phanor Menelas – President	18260 N.E. 7 <sup>TH</sup> Court N. Miami Beach, FL 33162
Stanley Pierre – Vice President	SAME AS ABOVE
Kenny Desmangles – Chief Operation Officer	SAME AS ABOVE
Roy G. Rene – General Manager	SAME AS ABOVE
Jean Ralph Delly – Treasurer	SAME AS ABOVE

The initial Board of Directors of this corporation will hold office until the first annual meeting of the stockholders of this Corporation.

### **ARTICLE IX**

The name and post office address of the incorporators executing the Articles of Incorporation are:

#### **NAMES**

#### **POST OFFICE ADDRESS**

Ralph Phanor Menelas – President

18260 N.E. 7<sup>TH</sup> Court  
N. Miami Beach, FL 33162

Stanley Pierre – Vice President

SAME AS ABOVE

Kenny Desmangles – Chief Operation Officer

SAME AS ABOVE

Roy G. Rene – General Manager

SAME AS ABOVE

Jean Ralph Delly – Treasurer

SAME AS ABOVE

### **ARTICLE X** **INDEMNIFICATION**

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

### **ARTICLE XI** **AMENDMENT**

This Corporation shall have the power to amend, alter, change or repeal any provision contained in these Articles of Incorporation in form or substance or any amendment hereto, by a majority vote of the Board of Directors. All rights conferred upon any and all stockholders are subject to this reservation.

### **ARTICLE XII** **POWER TO FORM PARTNERSHIP**

The Corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits with any person, firm or corporation now carrying on or


about to carry on business which this corporation has the direct, incidental and legal authority or pursue.

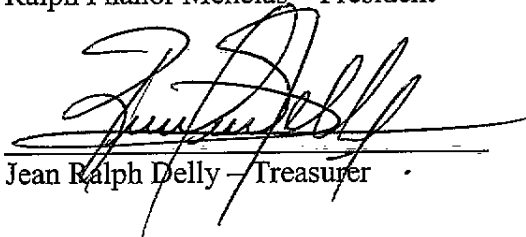
**ARTICLE XIII**  
**INSPECTION**

The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the Stockholders and, no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the Stockholders.

**ARTICLE XIV**  
**ATTESTATION**

IN WITNESS THEREOF, the undersigned Incorporators make and file these Articles of Incorporation for the purpose and intent to carry out business within the State of Florida, and said Incorporators do attest that the above facts and statements are truly and correctly stated on the 10<sup>th</sup> day of, July 2002.

  
Ralph Phanor Menelas – President

  
Jean Ralph Delly – Treasurer

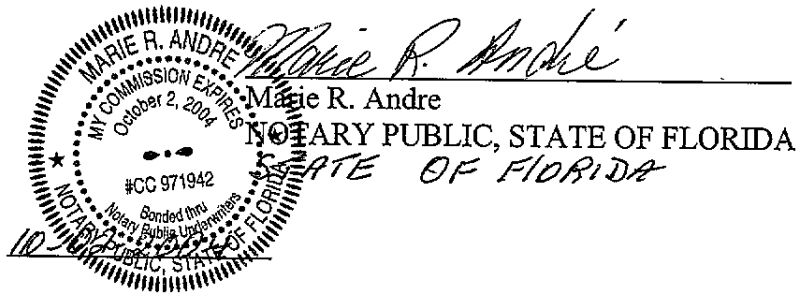
STATE OF FLORDA            )

COUNTY OF DADE            )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared the above named incorporators, to and by me known as the person described in the above Articles of Incorporation as the

Incorporators, and they acknowledged before me that they executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Miami, County of Dade, State of Florida, this 10<sup>th</sup> day of June, 2002.



My commission expires: 10-2-2004

CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR SERVICE OF PROCESS

In accordance with chapter 48.091, Florida Statutes, FIVE-O-NINE INC., hereby designates Ralph Phanor Menelas of 18260 N.E. 7<sup>TH</sup> Court, North Miami Beach, Florida 33162, as the Registered Agent of said Corporation to accept service of process within the State of Florida.

FIVE -O-NINE INC.,  
Florida Corporation

By: 

Ralph Phanor Menelas

The person whose signature appears below accepts above designation as registered agent for FIVE -O- NINE INC., process within the State of Florida, and agrees to comply with the provision of the law which apply to said designation of registered Agent.



Ralph Phanor Menelas  
18260 N.E. 7<sup>TH</sup> Court  
North Miami Beach, Florida 33162  
(305) 652-1047

FILED  
02 AUG 15 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA