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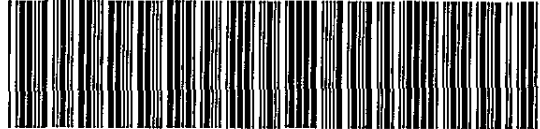
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BRIAN A. MALOOF, P.A.**  
*Attorney at Law*  
9190 Sunset Drive  
Miami, Florida 33173  
(305)596-5202/ Fax (305)596-7835

November 1, 2002

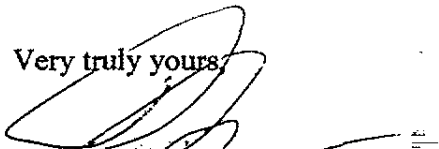
Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of XS Productions, Inc/

To Whom It May Concern:

Enclosed please find the Articles of Incorporation of XS Productions, Inc., along with a check in the amount of \$ 78.75 representing the filing fee. Please return a certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Very truly yours,



Brian A. Maloof, Esq.

BAM/jlw

Enclosures

**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**XS PRODUCTIONS, INC.**

**ARTICLE I**

**NAME**

The name of the corporation is XS Productions. Inc.

**ARTICLE II**

**DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States or Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered office and agent of this corporation

is: (a) Registered Agent - Brian A. Maloof

(b) Registered Agent Office - 9190 Sunset Drive, Miami, Florida 33173

## ARTICLE VI

### PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office of the Corporation is 9915 S.W. 139 Street, Miami, Florida 33176. The mailing address of the Corporation is 9915 S.W. 139 Street, Miami, Florida 33176.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this corporation is:

Initial Directors:	Director/President	Treasurer/Director
	Helen Fong	Carolina Pico
	9915 S.W. 139 Street	5647 Via de la Plata Circle
	Miami, FL 33176	Delray Beach, FL 33484

## ARTICLE VIII

### INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:  
Brian A. Maloof, 9190 Sunset Drive, Miami, FL 33173.

## ARTICLE IX

### AMENDMENT OF ARTICLES

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

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles this 1st day of November, 2002. =

  
BRIAN A. MALOOF

STATE OF FLORIDA           )  
  )SS:  
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BRIAN A. MALOOF, personally known to me or who presented \_\_\_\_\_ as identification, and known by me to be the person who executed the foregoing articles and who acknowledged to me that he executed the same freely and voluntarily, and who did (did not) take an oath.

WITNESS my hand and official seal this 1st day of November, 2002.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Jack L. Weltzman  
MY COMMISSION # CC892750 EXPIRES  
December 5, 2003  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.0501 and 607.0505, Florida Statutes.

DATED this 1st day of November, 2002.

  
BRIAN A. MALOOF  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA