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2002 NOV 14 PM 10:35

11-18-02

November 13, 2002

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

Re: Articles of Incorporation for S&Q Films, Inc.

Sir/Madam:

Enclosed for filing are check no. 2461 in the amount of \$87.50 and an original plus one copy of the Articles of Incorporation for S&Q Films, Inc.

Once filed, please return a certified copy and a Certificate of Status in the enclosed self-addressed Fed-Ex envelope to be billed to my Fed-ex account.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in dark ink, appearing to read "Carlos M. Pazos", with a stylized flourish at the end.

Carlos M. Pazos
c/o 299 Alhambra Circle, Suite 203
Coral Gables, FL 33134
Tel.: 305/443-1919
Fax: 305/443-1119

**ARTICLES OF INCORPORATION
OF
S&Q FILMS, INC.**

ARTICLE I -- NAME

The name of this corporation is S&Q Films, Inc.

ARTICLE II -- PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

c/o 551 N.E. 69 Street
North Miami, FL 33138.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

c/o 299 Alhambra Circle
Suite 203
Coral Gables, Florida 33134;

and the name and address of the initial registered agent of this corporation are:

Name

Carlos M. Pazos

Address

c/o 299 Alahmbra Circle
Suite 203
Coral Gables, Florida 33134

ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (8) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Miguel Angel Velez	c/o 551 N.E. 69 Street North Miami, FL 33138;
Ernesto Camara	c/o 551 N.E. 69 Street North Miami, FL 33138;
Suzanne Quincy	c/o 551 N.E. 69 Street North Miami, FL 33138;
Kimberly Gebhart	c/o 551 N.E. 69 Street North Miami, FL 33138;
Elsa Orta	c/o 551 N.E. 69 Street North Miami, FL 33138;
Carlos Rodriguez	c/o 551 N.E. 69 Street North Miami, FL 33138;
Carlos Palma	c/o 551 N.E. 69 Street North Miami, FL 33138;
Robert Obeso	c/o 551 N.E. 69 Street North Miami, FL 33138;

ARTICLE VIII -- INITIAL OFFICERS

The names and addresses of the initial officers of this corporation are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Miguel Angel Velez	c/o 551 N.E. 69 Street North Miami, FL 33138;
Secretary	Ernesto Camara	c/o 551 N.E. 69 Street North Miami, FL 33138;
Treasurer	Suzanne Quincy	c/o 551 N.E. 69 Street North Miami, FL 33138;
Vice-President	Kimberly Gebhart	c/o 551 N.E. 69 Street North Miami, FL 33138;
Vice-President	Elsa Orta	c/o 551 N.E. 69 Street North Miami, FL 33138;
Vice-President	Carlos Rodriguez	c/o 551 N.E. 69 Street North Miami, FL 33138;
Vice-President	Carlos Palma	c/o 551 N.E. 69 Street North Miami, FL 33138;
Vice-President	Robert Obeso	c/o 551 N.E. 69 Street North Miami, FL 33138.

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Carlos M. Pazos

Address

c/o 299 Alhambra Circle
Suite 203
Coral Gables, FL 33134.

ARTICLE X – BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE XI – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, of this corporation to the fullest extent permitted by law.

ARTICLE XII – AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 13th day of November, 2002.



Carlos M. Pazos Incorporator and
Registered Agent