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Division of Corporations

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To: Division of Corporations  
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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

international media productions, inc.

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ARTICLES OF INCORPORATION  
OF

INTERNATIONAL MEDIA PRODUCTIONS, INC.

ARTICLE I  
(Name)

The name of the Corporation is: INTERNATIONAL MEDIA PRODUCTIONS, INC.

Principal Office: 633 N.E. 167<sup>th</sup> Street, Suite 614  
North Miami Beach, Florida 33162

ARTICLE II  
(Purposes)

The Corporation may engage or transact in any or all activity or business permitted under laws of the United States and the State of Florida.

ARTICLE III  
(Term)

The Corporation shall be perpetual in existence.

ARTICLE IV  
(Capital Stock)

The Corporation is authorized to issue and have outstanding at any-one time an aggregate number of One Hundred (100) shares of One-Dollar (\$1) par value common stock, which shall be designated "Common Shares." The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V  
(Cumulative Voting)

At each election of directors, every holder of the capital stock (or voting stock, if there is more than one class and one

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class is nonvoting) shall have the right to vote, in person or by proxy, the number of shares registered in his/her name for as many persons as there are directors to be elected and for whose election he/she has a right to vote, or to cumulate his/her votes by giving one candidate as many votes as the number of such directors multiplied by the number of his/her shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Notice must be given by any shareholder to the President and the Vice President of the Corporation, not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors, that such shareholders intend to cumulate his/her vote at said election.

**ARTICLE VI**  
(Officers)

The Officers of the Corporation shall consist of the following:

<u>Name(s)</u>	<u>Position held</u>
Richard Winstead 8731 N.W. 15 <sup>th</sup> Avenue Miami, Florida 33147	President
Daniel Thomas 655 N.W. 125 <sup>th</sup> Street North Miami, Florida 33168	Vice President
Dana J. Gunter 6538 Collins Avenue, Suite 166 Miami Beach, Florida 33141	Secretary/Treasurer

**ARTICLE VII**  
(Initial Shareholders)

The name(s) of the initial Shareholder(s) of the Corporation as well as their respective shares are:

<u>Name(s)</u>	<u>Share(s)</u>
Richard Winstead 8731 N.W. 15 <sup>th</sup> Avenue Miami, Florida 33147	50%

Dana J. Gunter  
6538 Collins Avenue, Suite 166  
Miami Beach, Florida 33141

50%

**ARTICLE VIII**  
(Preemptive Rights)

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and condition as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

**ARTICLE IX**  
(Indemnification)

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

**ARTICLE X**  
(Initial Registered Agent and Initial Registered Office)

The Corporation's initial Registered Agent and Registered Office in the State of Florida is:

Initial Registered Agent: Richard Winstead

Initial Registered Office: 633 N.E. 167<sup>th</sup> Street, Suite 614  
North Miami Beach, Florida 33162

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0503, Florida Statutes.

