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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 30 PM 12:19

**TRANSMITTAL LETTER**

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

SUBJECT: Til' Noon Entertainment Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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: Alex Garbutt  
Name (Printed or typed)

1280 N.E. 153 street  
Address

North Miami Beach, FL 33162  
City, State & Zip

(954) 895-5791  
Daytime Telephone number

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

# ARTICLES OF INCORPORATION

OF

Til' Noon Entertainment Inc.

FILED STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA  
03 JUN 30 PM 12:19

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation a corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

## ARTICLE I

The name of this corporation shall be:

Til' Noon Entertainment Inc.

## ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence. The effective date of corporation shall be June 30, 2003.

## ARTICLE III

The principal place of business and mailing address of this corporation shall be:

1280 N.E. 153 Street  
North Miami Beach, Florida 33162

## ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, including without limitation power:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute s. 607.0833;

To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;

To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit; To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business that will aid governmental policy;

To make payments or donations or do any other act not inconsistent with the law that furthers the business and affairs of the corporation;

To pay pension and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;

To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute s. 607.0850.

## ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles there shall be only one (1) class of stock of this corporation.

## ARTICLE VI

The initial board of Directors shall consist of a total of three people and the names and address of the people who are to serve as an initial director are:

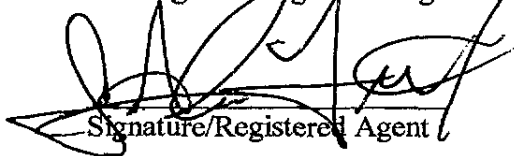
<u>NAME/TITLE</u>	<u>ADDRESS</u>
Alex Garbutt/Owner & Director	1280 N.E. 153 Street, North Miami Beach, Fl 33162
Emerson Charles/Director	1280 S.W. 101 Terrace, Building 9, Apt. #109 Pembroke Pines, Fl 33025
Julio Dominguez/Director	9881 Heather Lane, Miramar, Fl 33025

## ARTICLE VII

The name and street address of the initial Registered Agent of this corporation shall be:

Alex Garbutt  
1280 N.E. 153 Street  
North Miami Beach, Florida 33162

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

6/22/03  
Date

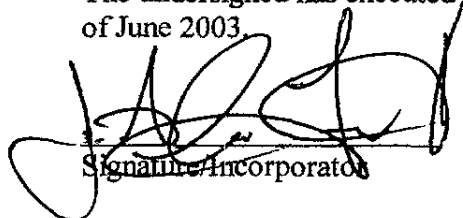
Alex Garbutt

## ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Alex Garbutt  
1280 N.E. 153 Street  
North Miami Beach, Florida 33162

The undersigned has executed these Articles of Incorporation this 22 day of June 2003.

  
Signature/Incorporator

6/22/03  
Date

Alex Garbutt

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 30 PM 12:20