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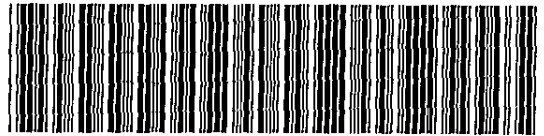
(Business Entity Name)

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TRANSMITTAL LETTER

Department of State

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

SUBJECT: GENESYS MEDIR, INC.
(Proposed corporation name - must include suffix)

Enclsod 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

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CASWALL A. HART, ESQ.
Name (Printed or typed)

13899 Biscayne Blvd., Suite 314
Address

Miramar, Florida 33181
City, State & Zip

(305) 702-6360
Daytime Telephone Number

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

ARTICLES OF INCORPORATION

OF

GENESYS MEDIA, INC.

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

GENESYS MEDIA, INC.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The Corporation's principal place of business shall be in Miami-Dade County, Florida at:

13899 BISCAYNE BOULEVARD, SUITE 314
MIAMI, FLORIDA 33181

The mailing address of the Corporation shall be in Miami-Dade County, Florida at:

13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

ARTICLE III. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

The Corporation is formed to exist perpetually.

ARTICLE V. REGISTERED AGENT INITIAL REGISTERED OFFICE

The Registered Agents and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MIKE JOSEPH
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the Incorporator is:

KEVIN PAMPHILE
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial director of this Corporation and street addresses are:

JORGE CASTILLO
Director of Personnel
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

MIKE JOSEPH
Director of Marketing & Promotions
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ALEXANDER REYES
Director of Photography
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

REGINALD BOURDEAU
Director of Web Design
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ANDERSON GIL
Director of Graphic Design
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

KEVIN PAMPHILE
Director of Editing
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

The person(s) named as initial directors shall hold office until a successor is elected or appointed and qualified.

ARTICLE IX. VOTING BY DIRECTORS

Each director of the Corporation shall have one vote on any action to be taken by the Board of Directors, whether the action is pursuant to the Florida Statutes, these Articles, or by agreement of the shareholders. No director shall have the authority to vote, if the action being voted upon relates to the conduct, act or omission of that director.

An action shall be deemed approved by a majority of the votes of the directors authorized to vote.

ARTICLE X. INITIAL OFFICER(S)

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

JORGE CASTILLO
President & Chief Executive Officer
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ANDERSON GIL
Vice President
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

MIKE JOSEPH
Chairman of the Board of Directors
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ALEXANDER REYES
Vice Chairman of the Board of Directors
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

KEVIN PAMPHILE
Secretary
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

REGINALD BUORDEAU
Treasurer and Chief Financial Officer
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181

ARTICLE XI. CAPITAL STOCK

Initially, the corporation shall issue three thousand (3,000) shares of Common Stock, having par value of \$1.00 each.

ARTICLE XII. INITIAL SHAREHOLDERS

The name and number of stocks of the initial investors and shareholder for the Corporation are:

<u>Name:</u>	<u>No of Stocks</u>	<u>% of Total</u>	<u>Type</u>
ALEXANDER REYES	480	16%	Common
REGINALD BOURDEAU	480	16%	Common
ANDERSON GIL	480	16%	Common
KEVIN PAMPHILE	480	16%	Common
MIKE JOSEPH	480	16%	Common
JORGE CASTILLO	480	16%	Common
[RESERVED]	120	04%	Common

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV - OFFICIAL SIGNATORY

The **President, Vice President, Secretary and Treasurer**, shall be two (2) official signatories of the Company. Two of these official signatures are required on all Company checks or any other corporate financial instrument.

ARTICLE XV. OPTIONAL PROVISIONS

1. **Selling existing stock.** Each shareholder has the right to sell, assign or otherwise transfer any portion or all of his or her shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his or her shares, the remaining shareholders have the right of first refusal to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

2. **Selling New Stock.** If and when the corporation issues new stock, each investor shall have the right of first refusal to purchase said new stock, up to the allowable maximum.

ARTICLE XVI. DISSOLUTION

In the event of a corporate dissolution, the corporate assets shall be liquidated and after all expenses are paid the remaining assets will be distributed according to the percentage of each shareholder's stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 13th day of August, 2003.


KEVIN PAMPHILE
Secretary

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:

GENESYS MEDIA, INC.

2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:

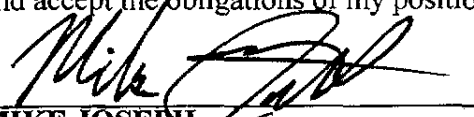
**MIKE JOSEPH
13899 BISCAYNE BOULEVARD, SUITE 224
MIAMI, FLORIDA 33181**

3. The street address of the Registered Office and the street address of the Registered Agent are identical.


KEVIN PAMPHILE
Secretary

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MIKE JOSEPH
REGISTERED AGENT.
August 13, 2003

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 AUG 18 PM 2:40