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RECEIVED  
04 MAR 22 AM 11:03  
DIVISION OF CORPORATION

FILED  
2004 APR 13 A 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature and date 4/10]*

*[Handwritten notations: 1511, 04/21]*

Charter Number Only

VALIDATION ONLY

3/19/04

George M. Tavares

Requestor's Name

407 Lincoln Rd #10E

Address

Miami Beach FL 33139

City

State

ZIP

Phone

(305) 673-9894 P

CORPORATION(S) NAME

GMT Holding Corporation



Profit



NonProfit



Amendment



Merger



Foreign



Dissolution



Mark



Limited Partnership



Annual Report



Other



Reinstatement



Reservation



Change of Registered Agent



Certified Copy



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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 23, 2004

EMPIRE

SUBJECT: GMT HOLDING CORPORATION  
Ref. Number: W04000011571

We have received your document for GMT HOLDING CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filings Section

Letter Number: 804A00019080

RECEIVED  
04 APR 13 AM 10:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF

GMT CONSOLIDATED, INC.

## **ARTICLE I** [CORPORATE NAME]

The name of this corporation is **GMT CONSOLIDATED, INC.**

## **ARTICLE II** [TERM OF EXISTENCE]

This corporation shall have perpetual existence.

## **ARTICLE III** [NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

To engage in the business of the production of featured films, shorts, videos and provide graphic, photography and audio services as a portion of media of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainments including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays, films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

FILED  
2004 APR 13 A 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**

[ PLACE OF BUSINESS]

The principal place of business for this corporation is:

407 Lincoln Road, Suite 6-E  
Miami Beach, FL 33139-3008

**ARTICLE V**

[CORPORATE ADDRESS]

The mailing address of this corporation is:

407 Lincoln Road, Suite 6-E  
Miami Beach, FL 33139-3008

**ARTICLE VI**

[CAPITAL STOCK]

This corporation is authorized to issue one hundred (100) shares of common stock with par value of one dollar (\$1.00) each of which shall be designated as "Common Shares".

**ARTICLE VII**

[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VIII**

[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, Suite: 6-E  
Miami, Florida 33139-3008

Name of Initial Registered Office: LAW OFFICES of GEORGE M. TAVARES

Name of Initial Registered Agent: JARED B.NAMM., ESQUIRE

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

## **ARTICLE IX**

[INITIAL DIRECTORS]

The name and address of the initial director of this corporation are as follows:

GEORGE M. TAVARES, JR.  
407 Lincoln Road, Suite: 6-E  
Miami Beach, Florida 33139

## **ARTICLE X**

[BOARD OF DIRECTORS]

The corporation shall have one (1) director initially. The person named as initial director shall hold office for the first year of existence of this Corporation or until their successor(s) is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such person(s) for all costs, legal and other expenses reasonably incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

## **ARTICLE XI**

[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.  
407 Lincoln Road, Suite: 6-E  
Miami Beach, Florida 33139

## **ARTICLE XII**

[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLE XIII**  
[AMENDMENT OF ARTICLES]

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

**IN WITNESS WHEREOF**, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami Beach, Miami-Dade County, Florida, this 19th day of March 2004.

Signed: \_\_\_\_\_

GEORGE M. TAVARES, JR.

Incorporator

THE STATE OF FLORIDA)

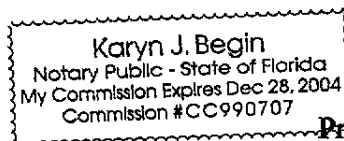
) ss:

COUNTY OF MIAMI-DADE)

**BEFORE ME** personally appeared **GEORGE M. TAVARES, JR.** with knowledge that he is the Incorporator named in the foregoing Articles of Incorporation and he acknowledged, before me, that he executed the foregoing Articles of Incorporation.

**SWORN TO AND SUBSCRIBED** before me this 19th day of March, 2004.

Seal



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name: \_\_\_\_\_

My Commission Expires: 12/28/04

# C E R T I F I C A T E

## DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

**FIRST** - THAT **GMT** CONSOLIDATED, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, COUNTY OF MIAMI-DADE AND STATE OF FLORIDA, HAS NAMED **JARED B. NAMM** WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF MIAMI BEACH, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**SECOND** - HAVING BEEN NAMED 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.

DATED: MIAMI BEACH, FLORIDA  
19th of MARCH 2004

By:

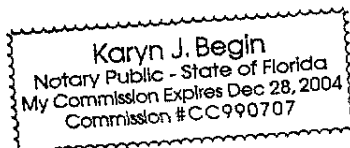
  
JARED B. NAMM

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of March 2004, by Jared B. Namm, who is personally known to me ☐ or who has produced, as identification, ☐ his driver's license issued by the State of Florida and who did take an oath.

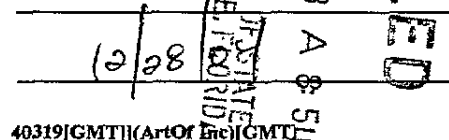
Seal



  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

Print Name:

My commission expires:

  
12/28/04 1:13 A  
40319[GMT] (Art of Etc) [GMT]