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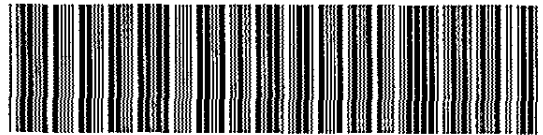
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04 MAY -6 PM 12:18
TALLAHASSEE, FLORIDA

T4 5/11/04

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: FALCON FILMS, INC.

(Proposed Corporate Name—Must Include Suffix))

Dear Sir or Madam:

Enclosed are an original and one 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 (Additional Copy Required)
- ☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status (Additional Copy Required)

From: CARL BOSSE

555 NE 15th Street, Suite 7704

Miami, Florida 33132

(305) 789-0291

RECEIVED
04 MAY -6 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

April 30, 2004

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation to be filed & Certificate of Designation.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

FALCON FILMS, INC.

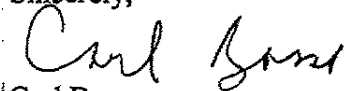
Amount: \$78.75

Please file the Articles of Incorporation and Certificate of Registered Agent Designation for the Corporation and return a Certified copy of each document to the following:

Carl Bosse
555 NE 15th Street, Suite 7704
Miami, FL 33132

Thank you for your attention to this matter.

Sincerely,



Carl Bosse
(305) 789-0291

Enclosures:

ARTICLES OF INCORPORATION
OF
FALCON FILMS, INC.

FILED

04 MAY -6 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, Chapter 607 and/or Chapter 621 of the Florida Statutes, hereby adopts the following ARTICLES OF INCORPORATION:

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation is **FALCON FILMS, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of corporation is 555 NE 15 Street, Suite 7704, Miami, FL 33132.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue 1,000,000 shares of common stock. All stock shall be of one class. The number of shares of common stock may be increased or decreased from time to time by the bylaws. The board may authorize the issuance of such stock to such person(s) upon such terms and for such consideration, as they deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory

note, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale of any new or reissued stock of the Corporation, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 555 NE 15th Street, Suite 7704, Miami, Florida 33132. The Registered agent is CARL BOSSE.

ARTICLE VIII: INITIAL OFFICERS AND DIRECTORS

The Corporation shall have 5 Directors, which are Carl Bosse, Jacques Louis, Ken Leader, Tony Castillo and Stanley Bien-Aimes. The number of Directors may be increased or decreased from time to time by the bylaws. The initial officers are:

Jacques C. Louis, President/Director
555 NE 15th Street, Suite 7704 Miami, Florida 33132

Ken Leader, Vice President
555 NE 15th Street, Suite 7704, Miami, Florida 33132

Carl Bosse, Secretary/Treasurer/Director
555 NE 15th Street, Suite 7704, Miami, Florida 33132

Stanley Bien-Aimes, Director
555 NE 15th Street, Suite 7704, Miami, Florida 33132

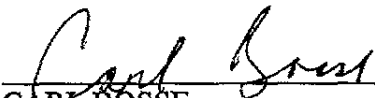
Tony Castillo, Director
555 NE 15th Street, Suite 7704, Miami, Florida 33132

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

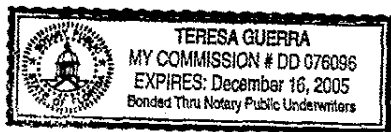
Carl Bosse
555 NE 15th Street, Suite 7704
Miami, Florida 33132

IN WITNESS WHEREOF, I, CARL BOSSE, the undersigned incorporator, have signed these Articles of Incorporation on this 30 day of April 2004, and acknowledged the same to be my act.


CARL BOSSE

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of April 2004 by Carl Bosse, who personally appeared before me at the times of notarization, and who is personally known to me or who produced a FLORIDA DRIVERS LICENSE as Identification.



NOTARY PUBLIC:

SIGN: 

PRINT: TERESA GUERRA
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-- That **FALCON FILMS, INC.** desiring to organize under the laws of the State of Florida with its principal office at 555 NE 15th Street, Suite 7704, Miami, FL 33132 as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

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.

BY: Carl Bosse

CARL BOSSE

DATE: 4/30/04