

MAY-26-2004

**P04000084231**

Florida Department of State  
Division of Corporations  
Public Access System

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

**((H04000114058 3)))**

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

RECEIVED

04 MAY 27 AM 7:25

DIVISION OF CORPORATIONS

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

Effect  
5-26-04

04 MAY 27 AM 11:09

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**goodfellaz entertainment of kissimmee, inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

H04000114058

(5)

**ARTICLES OF INCORPORATION**

WE, THE UNDERSIGNED, SUBSCRIBERS TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

**ARTICLE I**

**CORPORATE NAME**

THE NAME OF THIS CORPORATION SHALL BE GOODFELLAZ ENTERTAINMENT OF KISSIMMEE, INC.

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III**

**CAPITAL STOCK**

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

**ARTICLE IV**

**INITIAL CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY: CORDERO CPA P.A.  
ALFONSO CORDERO  
1310 Main Street Ste 107  
Kissimmee, Florida 34744

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 27 AM 11:09

H04000114058

## **ARTICLE V**

### **DURATION AND BEGINNING OF CORPORATE EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BE MAY 26<sup>TH</sup> 2004, THE REGISTRATION DATE WITH THE DEPARTMENT OF STATE.

## **ARTICLE VI**

### **PRINCIPAL OFFICE AND REGISTERED AGENT**

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

P.O. BOX 452522  
KISSIMMEE, FLORIDA 34745

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

DANILO SANCHEZ  
3424 STEWART BLVD  
KISSIMMEE, FLORIDA 34746

## **ARTICLE VII**

### **DIRECTORS**

THIS CORPORATION SHALL HAVE FOUR DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

DANILO SANCHEZ  
3424 STEWART BLVD  
KISSIMMEE, FLORIDA 34746

## **ARTICLE VII**

### **BOARD MEMBERS**

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
DANILO SANCHEZ	PRESIDENT
NICHOLAS MANBRU	VICE PRESIDENT /TREASURER
REYMUNDO SOSA	SECRETARY
NICHOLAS MANBRU JR.	DIRECTOR

## **ARTICLE IX**

### **SUBSCRIBERS**

THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION IS AS FOLLOWS:

DANILO SANCHEZ  
3424 STEWART BLVD  
KISSIMMEE, FLORIDA 34746

## **ARTICLE X**

### **PREEMPTIVE RIGHTS**

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

H04000114058

ARTICLE XI

AMENDMENT

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 A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 26TH DAY OF MAY, 2004.

  
DANILO SANCHEZ

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
DANILO SANCHEZ

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAY 27 AM 11:09

H04000114058