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(Requestor's Name)

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(City/State/Zip/Phone #)

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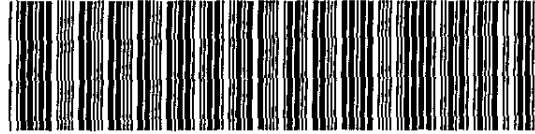
(Business Entity Name)

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**BLOOM &  
MINSKER, P.L.**

ATTORNEYS AT LAW

1110 BRICKELL AVENUE  
SEVENTH FLOOR  
MIAMI, FLORIDA 33131-3107  
TELEPHONE: (305) 371-6800  
FACSIMILE: SEE SPECIFIC ATTORNEY  
E-MAIL: info@miamilaw.net

JOEL N. MINSKER, P.A.  
DIRECT FACSIMILE: (305) 908-3445  
E-MAIL: jminsker@miamilaw.net

KENNETH M. BLOOM  
BOARD CERTIFIED IN TAXATION  
DIRECT FACSIMILE: (305) 908-3450  
E-MAIL: kbloom@miamilaw.net

September 24, 2004

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

RE: Articles of Incorporation  
ShowGear - MPG Corp.  
Our File No. 95459.01

Dear Sir/Madam:

Enclosed are the following:

1. Original and one copy of Articles of Incorporation of ShowGear - MPG Corp.;
- and
2. My check for \$78.75 made payable to Florida Department of State for:

Filing fee	\$35.00
Registered Agent	\$35.00
Certified Copy	\$ 8.75

Please send me a date/stamped copy of the Articles in the enclosed return envelope.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,



KENNETH M. BLOOM

KMB/do  
Enclosures

cc: Francis Collette (w/enclosure)  
Gary Hochman, CPA (w/enclosure)

**ARTICLES OF INCORPORATION**

**OF**

**SHOWGEAR - MPG CORP.**

**ARTICLE I - NAME**

The name of this Corporation is SHOWGEAR - MPG CORP.

**ARTICLE II - PRINCIPAL OFFICE AND  
MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of the Corporation is 2445 Grand Avenue, Vista,  
California 92081

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue one class of stock. The capital stock authorized,  
the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00).  
5,000 shares shall be voting shares, and 5,000 shares shall be non-  
voting shares. There shall be no more than 75 shareholders at any  
one time. All shares of stock shall be appropriately designated at  
time of issuance, as voting or non-voting shares.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The initial registered office is located at 1110 Brickell Avenue, 7<sup>th</sup> Floor, Miami, Florida  
33131. The name of the initial registered agent of this Corporation at that address is KENNETH  
M. BLOOM. Said registered agent is familiar with and accepts the obligations of that position.

**ARTICLE V - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is  
Kenneth M. Bloom, 1110 Brickell Avenue, 7<sup>th</sup> Floor, Miami, Florida 33131.

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCIS COLLETTE	2445 Grand Avenue Vista, California 92081

**ARTICLE VII - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE VIII - COMMENCEMENT OF EXISTENCE**

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of September, 2004.

  
\_\_\_\_\_  
KENNETH M. BLOOM  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

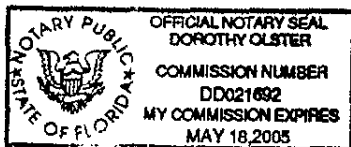
The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2004 by KENNETH M. BLOOM, Incorporator, who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami-Dade County, Florida this 24<sup>th</sup> day of September, 2004.

*Norothy Elster*  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission Expires:

Printed Name: DOROTHY OLSTER



**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

SHOWGEAR - MPG CORP., having appointed the undersigned as its Registered Agent,  
the undersigned hereby accepts said appointment and agrees to act in said capacity.

KENNETH M. BLOOM