

# P04000152881

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From:  
Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**VERTICAL PRODUCTIONS INC.**

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**CERTIFICATE OF INCORPORATION  
OF**

**VERTICAL PRODUCTIONS INC.**

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

**ARTICLE I, NAME OF CORPORATION:**

The name of the corporation shall be **VERTICAL PRODUCTIONS INC.**

**ARTICLE II, GENERAL NATURE OF BUSINESS:**

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and manufacture, buy, hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and other countries to conduct debts and borrow money issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida, or any other State or Government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including to vote such stock.

**ARTICLE III, CAPITAL STOCK:**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the board of directors thereof, and may be paid in cash, labor or services.

**ARTICLE IV, INITIAL CAPITAL:**

The number of shares with which this Corporation shall commence business is not less than 1000 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Thousand Dollars (\$1,000.00).

**ARTICLE V, TERM:**

This Corporation shall continue perpetually, unless sooner dissolved according to laws.

**ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:**

The principal place of business of said Corporation in this State shall be .

11331 SW. 152 CT.  
Miami, Florida. 33196

but the Board of Directors may from time to time, move the principal place of the office to, any other address in the State of Florida.

**ARTICLE VII, DIRECTORS:**

The business of the Corporation shall be conducted by the Board of Directors, and the number of which Directors shall be fixed by stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors meeting held immediately after the adjournment of the annual stockholders meeting.

**ARTICLE VIII, FIRST BOARD OF DIRECTORS:**

The names and addresses of the first board of directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Jose Victor Dugand  
11331 SW 152 CT.  
Miami, Florida. 33196  
President

Jerjes Josue Valero  
13903 SW 62<sup>nd</sup> Terr  
Miami, Florida 33183  
Vice-President

Gerard Stapel  
16473 SW 99<sup>th</sup> Street  
Miami, Florida. 33196  
Treasurer

Edwin L. Castro  
4868 NW 108<sup>th</sup> CT.  
Miami, Florida. 33178  
Secretary

**ARTICLE IX, SUBSCRIBERS:**

The proceeds of the stock subscribed for will be at least as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

Jose Victor Dugand                      55 Shares  
11331 SW 152<sup>nd</sup> CT.  
Miami, Florida. 33196

Jerjes Josue Valero                      15 Shares  
13903 SW 62<sup>nd</sup> Terr  
Miami, Florida. 33183

Gerard Stapel                              15 Shares  
16473 SW 99<sup>th</sup> Street  
Miami, Florida. 33196

Edwin L. Castro                              15 Shares  
4868 NW 108<sup>th</sup> CT.  
Miami, Florida. 33178

**ARTICLE X, OFFICERS:**

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified are as follows:

Jose Victor Dugand  
President  
11331 SW. 152<sup>nd</sup> CT.  
Miami, Fla. 33196

Jerjes Josue Valero  
Vice-President  
13903 SW 62<sup>nd</sup> Terr  
Miami, Florida. 33183

Gerard Stapel  
Treasurer  
16473 SW 99<sup>th</sup> Street  
Miami, Florida. 33196

Edwin L. Castro  
Secretary  
4868 NW 108<sup>th</sup> CT.  
Miami, Florida. 33178

**ARTICLE XI, AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stocks entitled to vote thereon, unless all Directors and Stockholders sign a written statement manifesting their intentions to certain amendments of these Articles of Incorporation be made.

CERTIFICATE DESIGNING OF BUSINESS DOMICILE FOR THE SERVICE WITHIN THIS  
STATE, NAMING AGENT UPON SERVICE MAY BE SERVED.

In pursuance of Chapter 48,901, Section 607, 164  
Florida Statutes, the following is submitted, in  
compliance with said act:

FIRST: VERTICAL PRODUCTIONS INC.  
desiring to be organized under the Laws of the State of  
Florida, with the principal office, as indicated in the  
Articles of Incorporation, at the City of Miami, County  
of Miami-Dade, State of Florida, has named  
Edwin Castro  
4868 NW 108<sup>th</sup> CT.  
Miami, Fla. 33178  
process with this State.

ACKNOWLEDGEMENT:

Having been named to accept services of process for  
the above stated Corporation at place designated in this  
Certificate, I hereby accept to act in the capacity and  
agree to comply with the provisions of said act relative  
to keeping open said office.



Edwin L. Castro  
Registered Agent.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file this Certificate hereby declaring that the facts herein stated are true and respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 4th day of November 2004

Edwin L. Castro  
Secretary

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF Miami-Dade )

I, HEREBY CERTIFY THAT, on this day, before me, a notary public, duly authorized in the State of Florida and County of Dade to take acknowledgement, personally appeared Edwin L. Castro, to me well known to be the persons described as subscribers in and who execute the foregoing Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE  
THIS 4th DAY OF November 2004.

Rafael Suarez  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:

My Commission Expires October 18, 2008  
My Commission ID: 0158229



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