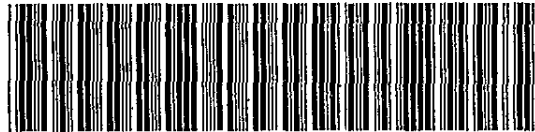


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KG Enterprises, Inc.  
15126 West Dixie Highway  
North Miami Beach, FL 33162



200043604082

(Address)

(City/State/Zip/Phone #)

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2004 DEC 27 P 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**

**OF**

**MONSTRO PRODUCTION, INC.**

**FILED**  
2004 DEC 27 P 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the Purposes hereinafter stated, hereby make, subscribe and Acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**MONSTRO PRODUCTION, INC.**

**ARTICLE II**

**DURATION**

*This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.*

**ARTICLE III**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of The State of Florida.



#### ARTICLE IV

##### CAPITAL STOCK

The total subscribed capital stock of this corporation shall consist of Five Hundred (500) shares of common stock having a par value of one dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United State of America, or in property, labor or service, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of directors, in the manner provided for by statute.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares Thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE & AGENT

The address of the 2125 NW 123<sup>RD</sup> Street Miami, FL 33167 and the name of the initial registered agent of this corporation at this address is Felipe Baez

#### ARTICLE VII

##### DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).  
The name and address of the initial Board of Director of this Corporation are:

FELIPE BAEZ  
2125 NW 123 Street  
Miami, FL 33167

ALBA RODRIGUEZ  
2125 NW 123 Street  
Miami, FL 33167



The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate Officers from time to time as deemed advisable. It shall not be necessary for any Officer or director to own stock in the corporation.

#### **ARTICLE VIII**

#### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

**FELIPE BAEZ**  
**2125 NW 123 Street**  
**Miami, FL 33167**

#### **ARTICLE IX**

#### **MANAGEMENT**

The business of this corporation may be conducted by its Shareholders rather than by the Board of Directors. And managed by the shareholders, then an act authorized by fifty one percent (51%) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

#### **ARTICLE X**

#### **ELECTION BY A SMALL BUSINESS CORPORATION**

This corporation reserves the right to elect to qualify as a "Small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

#### **ARTICLE XI**

#### **DIRECTORS QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the Matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.



## **ARTICLE XII**

### **TRANSACTIONS BETWEEN RELATED CORPORATION**

**No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation Is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.**

## **ARTICLE XIII**

### **BYLAWS**

**In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the state of Florida.**

## **ARTICLES XIV**

### **SHAREHOLDERS QUORUM AND VOTING**

**Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.**

**If a quorum is present, the affirmative vote of the Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the matter shall be the act of the Shareholders.**

## **ARTICLE XV**

### **INDEMNIFICATION**

**The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.**



**ARTICLE XVI**

**AMENDMENTS**

**This corporation reserves the rights to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholdres herein are granted subject to this reservation.**

**ARTICLE XVII**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

**The principal office and mailing address for this corporation  
Is:**

**Principal Office**  
**2125 NW 123<sup>rd</sup> Street**  
**Miami, FL 33167**

**Mailing Address**  
**2125 NW 123<sup>rd</sup> Street**  
**Miami, FL 33167**

**IN WITNESS WHEREOF, the undersigned has hereunto set his hand  
And seal this Monday, December 13, 2004**

  
**Incorporator: Felipe Baez**



STATE OF FLORIDA)

SS.

COUNTY OF MIAMI-DADE)

**I HEREBY CERTIFY** that on this **Monday, December 13, 2004** before  
Me, a notary public, authorized in the State and County named  
Above to take acknowledgements, personally appeared

**Felipe Baez**

to me well known to be the person described as  
Incorporator, in and who executed the forgoing Articles of  
Incorporation, acknowledged before me that he subscribed to these  
Articles of Incorporation, and the facts therein are truly set  
Forth.

**WITNESS** my hand and official seal at North Miami, Miami-Dade County, Florida,

The year and day aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA



Milton G. Omier  
Commission # DD354762  
Expires: SEP. 19, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.



**RESIDENT  
CERTIFICATE**

In pursuant of Chapter 84.0091, Florida Statutes, the following is submitted in compliance with  
Said Act:

**FIRST:** That **MONSTRO PRODUCTION, INC.** Desiring to organize  
under the law of the State of Florida, with its initial office, as indicated in the Articles  
of Incorporation, in the city of Miami, County of Dade, State of Florida, has  
named **Felipe Baez** as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Stated corporation, at the place designated in this certificate, I hereby agree to comply with the  
provisions of Said Act relative to keeping open Said Office.

  
**REGISTERED AGENT**  
Monday, December 13, 2004

2004 DEC 27 P 4 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**