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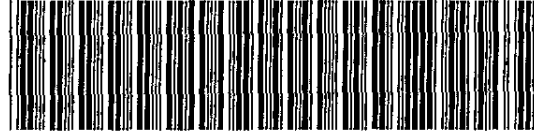
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB 10 P 5:34

FILED

[Handwritten signature]
2/18/05

TRANSMITTAL LETTER

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

SUBJECT: Stage OF Stars Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) 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
☐ \$87.50 Filing Fee, Certified Cop., & Certificate of Status
ADDITIONAL COPY REQUIRED

Filing Fee \$70.00
1 Certified Copy \$8.75
1 Certificate of Status \$8.75
Total \$87.50

FROM: Malissa J. Lewis
Name (Printed or typed)

1765 NW 185 Terrace
Address

Miami, FL 33060
City, State & Zip

786-355-6685
Daytime Telephone number

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

CERTIFICATE OF INCORPORATION
OF
STAGE OF STARS CORPORATION

FILED
2005 FEB 10 P 5:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida by and under the provisions of the Statute of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

STAGE OF STARS CORPORATION

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The Principal Office and Place of Business of the Corporation is: 1765 N. W. 185th Terrace, Opa - Locka, Florida 33056. We desire the privilege of having Branch Offices and Places of Business at other places within and without the State of Florida, and within and without the United States of America.

ARTICLE III

DURATION:

The corporation shall have perpetual existence.

ARTICLE IV

GENERAL NATURE OF THE BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do, to - wit:

(a) To act as Agent, Producer, Promoter, Representative, Publisher, Song Writer, Music Writer, Script Writer of every name, nature, and description on a commission basis, for Artists, and all other Persons in the Entertainment field.

(b) To conduct a Theatrical Booking Agency for the purpose of providing Entertainment and Entertainers for private and public purposes.

(c) To engage in any Manner, Shape, or Form, in the recording and reproduction of the Human

purchase, acquire, sell, rent, lease, operate, exchange, or otherwise dispose of any and all kinds of

Recordings, Electrical Transcriptions or other Devices by which Sound may be reproduced.

(e) To engage in any Manner, Shape, or Form, in the Motion Pictures; Television; Radio, and Industrial Firms of every name, nature, and description.

(f) To conduct Educational Training for Future Entertainers and Theatrical Performances of every name, nature, and description.

(g) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any Real Estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, alter or improve any buildings or other structures now or hereinafter erected on any lands owned, held or occupied and to encumber or dispose of any lands or interests in lands; any buildings or other structures, and any Stores, Shops, Suites, Rooms, or parts of any buildings or other structures, at any time owned or held by the corporation.

(h) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned by or held by the corporation.

(i) To acquire by subscription, purchase or otherwise, to hold for investment or for resale, to sell, pledge, hypothecate and in all ways deal with Stocks, Scrip, Bonds, Consols, Debentures, Mortgages, Notes, Trust Receipts, Certificates, of Indebtedness, Interim Receipts, and other Obligations and Securities of corporations, private, public, quasi - public or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the Value of Stocks, Securities, evidences of indebtedness or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at Foreclosure or at other Sales, public or private, Real Property and Rights or interests therein of all kinds.

(j) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign, and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares merchandise and other personal property of every class and description whatsoever.

(k) To grant to other persons, Firms and/or Corporations the right or privilege to carry on any kind of Business on the premises of the corporation on such terms as the corporation shall deem expedient or proper.

(l) To acquire, hold, own, dispose of and generally deal in Grants, Concessions, Franchises and Contracts of every kind, to cause to be formed, to promote and to aid in the formation of any Corporation, domestic or foreign.

(m) To act as financial, business and/or purchasing Agent for domestic and Foreign Corporations, Individuals, Partnerships, Associations, States, Governments or other Bodies.

(n) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects, or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any Amendment thereof necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director or otherwise, and in general, either alone or in Association with other Corporations, Firms or Individuals, to carry on any Lawful Business necessary or incidental to the Accomplishment of the objects of the Corporation, whether or not such Business is similar in nature to the purpose and objects set forth in this Certificate of Incorporation, or any Amendment thereof.

(o) The enumeration herein of the powers, objects, and purposes of the Corporation shall not be deemed to exclude, by inference, any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by force of the general Corporation Laws of the State of Florida, or impliedly by the reasonable Construction of said Laws.

ARTICLE V

CAPITAL STOCK

The Amount of Capital Stock with this Corporation shall begin Business, shall not be less than One Thousand...000/1000 (\$1000.00) Dollars, either in Cash, Merchandise, Real Estate or Services as may determined by the Board of Directors, and total amount of shares of stock to be issued in this Corporation shall be One Thousand (1,000) Shares of Par Value, and may be paid for in Lawful Money of the United States of America, or by the conveyance of any property, labor, services, or otherwise, at such valuation as may be fixed thereon by the Board of Directors at any regular or special meeting called for such purpose.

ARTICLE VI

CLASSES OF SHARES

This Corporation will provide four classes of Preferred Stocks (A), (B), (C) and (D). Class (A) is referred to as Participating, Cumulative and Convertible. Class (B) is referred to as Participating, and Cumulative. Class (C) is referred to as Non Participating and Cumulative. Class (D) is referred to as Non Participating.

1.) Preferred Stock classes (A) and (B) are granted voting rights.

2.) Preferred Stock classes (C) and (D) are not granted voting rights.

3.) All Preferred Stock classes may be issued for a predetermine period of time inwhich must be specifically decided upon by the corporation Board of Directors prior to the issuance of said stocks. However, after the specific predetermine period expire, the corporation reserve the right to redeem any or all said stocks or it may reserve the right to convert to another class of its choice. Nevertheless, the corporation Board of Directors must decide all such durations, conditions, terms and value of redemption for said stocks that will govern the issuance of said stocks prior to their issuances.

4.) Stocks that are classified convertible, may be converted by the request of the owner of record at any time but will require the corporation Board of Directors decision of approval or do to redemption, the corporation Board of Directors may exercise their right to convert said stocks.

This Corporation will provide two classes of Common Stocks (A) and (B). Class (A) is referred to as Participating. Class (B) is referred to as Non Participating.

1.) Common Stock classes (A) are granted voting rights.

2.) Common Stock classes (B) are not granted voting rights.

Dividends may be paid once a year inwhich will be determine at the corporation annual meeting by the Board of Directors.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall not be more than five (5) nor less than three (3).

ARTICLE VIII

The Names and Addresses of the first Board of Directors who shall hold Office for the first Year of the Corporation's existence, or until their Successors are elected and qualified, are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Melissa Jalene Lewis	President	1765 N. W. 185th Terrace Opa - Locka, Florida 33056
Orelous Hall, Jr.	Vice President & Treasurer	1019 N. W. 5th Avenue, Apt. #2 Fort Lauderdale, Florida 33311
Jean Michel Louissaint	Secretary	1040 N. E. 169th Terrace North Miami, Florida 33162

ARTICLE IX

The Name and Post Office Address of the Subscriber to this Certificate of Incorporation and the number of Shares subscribed for are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
ForeSight Investment Corporation (Registered Agent)	1765 N. W. 185th Terrace Opa - Locka, Florida 33056	1000 - \$1000.00

The Proceeds of which will amount to at least One Thousand000/1000 (\$1000.00) Dollars.

ARTICLE X

(a) In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and to alter and amend the By - Laws of the Corporation; to fix the Amount to be reserved as working Capital over and above its Capital Stock in, and to authorize and cause to be executed Mortgages and Liens, without limit as to amount, upon the Propert and Franchises of the Corporation.

(b) This Corporation may in its By - Laws confer power upon its Directors, in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by Statute.

(c) Both Stockholders and Directors shall have power, if the By - Laws so provide, to hold their Meetings and to have one or more Offices within and without the State of Florida, and to keep Books of the Corporation, subject to the provisions of the Statute outside of the State of Florida, and at such places as may from time to time be designated by the Board of Directors.

(d) No Contract or other Transaction between the Corporation and any other Corporation 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 or Officer, or are Directors or Officers, individually or jointly, or may be a Party or Parties, or may be interested in any Contract or Transaction of this Corporation, or in which this Corporation is interested; each and every Person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself/herself or any Firm, Association, or Corporation in which he/she may be interested in any way.

Directors, when so interested, shall be counted when present at Directors' Meetings for the purpose of determining a Quorum and may vote at such Meetings as fully and with the same effect as if not so interested.

We, the undersigned, the original Subscribers to the Capital Stock as herein above set forth, for the purpose of forming a Corporation to do Business both within and without the State of Florida, and in pursuance of an Act relating to the Corporations and Business Trusts, Charter 607, Florida Statutes, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and each agrees to take the number of Shares of Stock hereinabove set forth.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

FORESIGHT INVESTMENT CORPORATION

Signature/Registered Agent

Melissa Jalene Lewis

Signature/Incorporator

2/7/05
Date

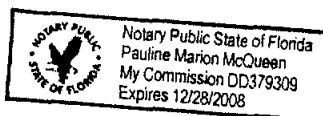
2/7/05
Date

STATE OF FLORIDA)
: SS
COUNTY OF DADE)

BEFORE ME, the undersigned Authority duly authorize to take Acknowledgements and administer Oaths, personally appeared Melissa Jalene Lewis (representative for ForeSight Investment Corporation), Party to the foregoing Certificate of Incorporation, to me well known to be the Individual(s) described in and who executed the foregoing Certificate of Incorporation, and acknowledged, each jointly and severally, that they executed the same for the purposes therein expressed.

WITNESS my Hand and Official Seal this 7th Day of February, 20 05.

Pauline M. McQueen
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



FILED
2005 FEB 10 P 5:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA