

P050000286L3

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

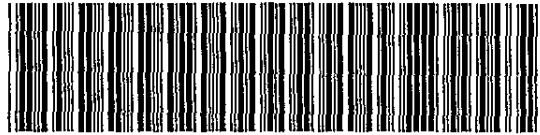
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

2/17/05
'm. Fields stated (a Gray Head
Production is part of the name.
OK per S.P.

Office Use Only



900045222169

02/08/05--01018--005 **87.50

FILED

2005 FEB 24 P 3:34

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

D. WHITE FEB 24 2005

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

SUBJECT: MILLENIA MOVIE MAKERS, INC.
(A GRAY HEAD PRODUCTION)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 87.50
Filing Fee, Certified Copy & Certificate.

FROM: ROD FIELDS
3851 N. W. 192 STREET
MIAMI, FLORIDA 33055
(786) 234-3565



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 17, 2005

ROD FIELDS
3851 NW 192 ST
MIAMI, FL 33055

SUBJECT: MILLENIA MOVIE MAKERS, INC. (A GRAY HEAD PRODUCTION)
Ref. Number: W05000008496

We have received your document for MILLENIA MOVIE MAKERS, INC. (A GRAY HEAD PRODUCTION) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 105A00011463

RECEIVED
05 FEB 24 AM 11:11
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MILLENNIA MOVIE MAKERS, INC.
(A GRAY HEAD PRODUCTION)
(a corporation for profit)

FILED

2005 FEB 24 P 3: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I – NAME

The name of this Corporation is MILLENNIA MOVIE MAKERS, INC., (A GRAY HEAD PRODUCTION) and its address is 3851 N. W. 192 Street, Miami, Florida 33055.

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is WILLIAM FERGUSON, and the address is 2820 N. W. 135 Street, Opa-Locka, Florida 33054.

ARTICLE VI - INITIAL OFFICERS

This Corporation shall have four (4) Officers initially. The number of Officers may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Officers of this Corporation are:

<u>NAME & ADDRESS</u>	<u>POSITION</u>
Rod Fields 3851 N. W. 192 Street Miami, Fl. 33055	PRESIDENT
Rod Fields 3851 N. W. 192 Street Miami, Fl. 33055	VICE-PRESIDENT
Rod Fields 3851 N. W. 192 Street Miami, Fl. 33055	SECRETARY
Rod Fields 3851 N. W. 192 Street Miami, Fl. 33055	TREASURER

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR(S)

ARTICLE IX – INCORPORATOR(S)

The name(s) of the person(s) signing these Articles is(are) Rod Fields, address of 3851 N. W. 192 Street, Miami, FL 33055.

ARTICLE X – AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 4 day of February, 2005.

Rod Fields

Rod Fields, Incorporator

STATE OF FLORIDA)

SS.

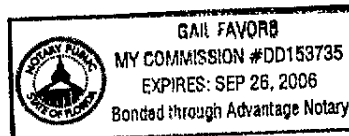
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared now and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he(they) acknowledge before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 4 day of February, 2005.

Gail Favors
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission Expires:

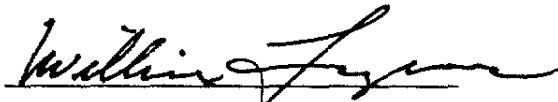


ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4TH DAY OF February, 2005.

By:



William FERGUSON

PRINT (Registered Agent)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OF FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is MILLENIA MOVIE MAKERS INC. (A GRAY HEAD PRODUCTION)
2. The name and address of the registered agent and office is:

WILLIAM FERGUSON
2820 N. W. 135TH Street
Opa-Locka, Florida 33054

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the above mentioned agent hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of this position as registered agent.

FILED
2005 FEB 24
TALLAHASSEE
SECRETARY OF STATE

P05 0000 278 60

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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02/21/05--01054--005 **2030.00

RECEIVED
05 FEB 21 AM 11:34
DIVISION OF CORPORATION

FILED
2005 FEB 21 A 8:02
TALLAHASSEE, FLORIDA

D. WHITE FEB 24 2005

SPIEGEL & UTRERA, P.A. <small>(Requestor's Name)</small>	OFFICE USE ONLY
1840 SOUTHWEST 22 STREET, 4TH FLOOR	
MIAMI, FL 33145 - (305) 854-6000	

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- | | | |
|----|----------------------------------|--------------|
| 1. | NATIONWIDE REMAKETING CO. | |
| | (Corporation Name) | (Document #) |
| 2. | | |
| | (Corporation Name) | (Document #) |
| 3. | | |
| | (Corporation Name) | (Document #) |
| 4. | | |
| | (Corporation Name) | (Document #) |

- ☐ Walk-In
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 22, 2005

SPIEGEL & UTRERA

SUBJECT: NATIONWIDE REMAKETING CO.
Ref. Number: W05000009102

We have received your document for NATIONWIDE REMAKETING CO. and your check(s) totaling \$2030.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

REMARKETING or REMAKETING?

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 505A00012390

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 SOUTHWEST 22 STREET, 4TH FLOOR

MIAMI, FL 33145 - (305) 854-6000

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. **NATIONWIDE REMARKETING CO.**

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk-In ☐ Pick up time _____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/
QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION FILED
OF
NATIONWIDE REMARKETING CO.

2005 FEB 21 A 8:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **NATIONWIDE REMARKETING CO.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9542 Sydney Hayes Road, Suite A, Orlando, Florida 32824 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
1840 Southwest 22 Street, 4th Floor
Miami, Florida 33145

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Majid Nour
Secretary:	Majid Nour
Treasurer:	Majid Nour

whose addresses shall be the same as the principal office of the Corporation.



SPIEGEL & UTRERA, P.A.

L A W Y E R S

www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700

MAILING ADDRESS - POST OFFICE BOX 450605 MIAMI, FL 33245-0605

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Majid Nour

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



SPIEGEL & UTRERA, P.A.

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ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



SPIEGEL & UTRERA, P.A.

LAWYERS
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ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



SPIEGEL & UTRERA, P.A.

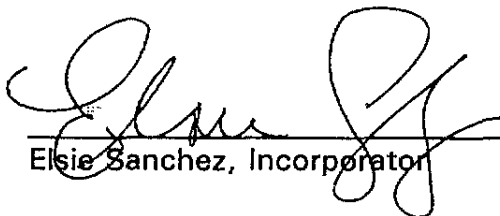
L A W Y E R S

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MAILING ADDRESS - POST OFFICE BOX 450605 MIAMI, FL 33245-0605

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____.

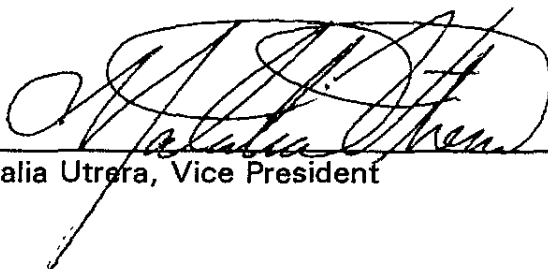

Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

FILED
2005 FEB 11 02
STATE
TALLAHASSEE
FLORIDA

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

LAWYERS

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1840 CORAL WAY, 4TH FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700
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