

FROM  
DIVISION OF CORPORATIONS

NO.

Oct. 03 2005 04:16PM P4

P95800134540

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000232595 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : LAZARUS CORPORATE FILING SERVICE, INC  
Account Number : I20000000019  
Phone : (305)552-5973  
Fax Number : (305)220-1440

2005 SEP 30 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**SAINT JEAN PRODUCTIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

10-3-05

FROM :

FAX NO. :

Sep. 30 2005 01:13PM P2

**H05000232595**

ARTICLES OF INCORPORATION  
OF  
SAINT JEAN PRODUCTIONS, INC.

**FILED**  
2005 SEP 30 P 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation is:

SAINT JEAN PRODUCTIONS, INC.

The principal place of business of this corporation shall be  
6250 S.W. 98th Street, Miami, Florida 33156.

ARTICLE TWO

NATURE OF BUSINESS

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

ARTICLE THREE

DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON FILING WITH THE SECRETARY OF STATE.

**H05000232595**

H05000232595

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this Corporation may issue is: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the part value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligation.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 7367 S.W. 24th Street  
Miami, Florida 33144 and the name of the initial Registered Agent of this corporation at that address is Reinaldo L. Azan.

H05000232595

FROM :

FAX NO. :

Sep. 30 2005 01:13PM P3

**H05000232595**

**ARTICLE SIX**

**OFFICERS & DIRECTORS**

This corporation shall have initially ONE Directors. The number of Officers and Directors may be either increased or decreased from time to time by the bylaws but shall never be less than ONE. The names and addresses of the initial Officers and Directors of this corporation are:

JORGE SAINT JEAN  
DIRECTOR/PRESIDENT/  
SECRETARY/TREASURER

6250 S.W. 98th Street  
Miami, Florida 33156

**ARTICLE SEVEN**

**BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

**ARTICLE EIGHT**

**SHAREHOLDER QUORUM AND VOTING**

100% 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 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE**

**SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

**H05000232595**

**H05000232595****ARTICLE TEN****COMPENSATION**

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

**ARTICLE ELEVEN****NO REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

**ARTICLE TWELVE****DIRECTOR QUORUM AND VOTING**

100% of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100% 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 100% of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE THIRTEEN****INDEMNIFICATION**

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

**ARTICLE FOURTEEN****DIVIDENDS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**H05000232595**

FROM :

FAX NO. :

Sep. 30 2005 01:14PM P6

**H05000232595**

**ARTICLE FIFTEEN**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29th day of SEPTEMBER, 2005.

  
INCORPORATOR AND SUBSCRIBER

JORGE SAINT JEAN

NAME

**H05000232595**

FROM :

FAX NO. :

Oct. 03 2005 04:16PM P3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that REINALDO L. AZAN  
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the City of MIAMI, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (Must be signed by Designated Agent)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
REINALDO L. AZAN  
REGISTERED AGENT

**FILED**  
2005 SEP 30 P 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA