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From: Account Name : LAZARUS CORPORATE FILING SERVICE, INC  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 OCT -4 P 12:44

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**FLORIDA PROFIT CORPORATION OR P.A.**  
**MYRIAM HERNANDEZ PRODUCTIONS, INC.**

Certificate of Status	0
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FROM :

850-205-0381

FAX NO. :

10/4/2005 8:37

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Oct. 04 2005 12:43PM P2

Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 4, 2005

LAZARUS

SUBJECT: MYRIAM HERNANDEZ PRODUCTIONS, INC.  
REF: W05000045540

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filings Section

FAX Aud. #: H05000232589  
Letter Number: 405A00060116

FROM :

FAX NO. :

Oct. 04 2005 12:43PM P3

ARTICLES OF INCORPORATION  
OF  
MYRIAM HERNANDEZ PRODUCTIONS, INC.

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2005 OCT -4 P 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this corporation is:

MYRIAM HERNANDEZ 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.

**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 I. Azan.

FROM :

FAX NO. :

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## 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:

MIRIAM HERNANDEZ  
DIRECTOR/PRESIDENT/  
SECRETARY/TREASURER

5250 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.

ARTICLE TENCOMPENSATION

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

ARTICLE ELEVENNO REMOVAL OF DIRECTORS

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

ARTICLE TWELVEDIRECTOR 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 THIRTEENINDEMNIFICATION

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

ARTICLE FOURTEENDIVIDENDS

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.

FROM :

FAX NO. :

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**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.

*Miriam Hernandez*  
INCORPORATOR AND SUBSCRIBER

MIRIAM HERNANDEZ  
NAME

FROM :

FAX NO. :

Oct. 04 2005 12:46PM P2

**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

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TALLAHASSEE, FLORIDA