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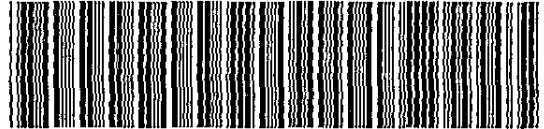
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 OCT 20 AM 9:02

2005 OCT 21

## TRANSMITTAL LETTER

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

**SUBJECT:** VALCAR TALENT AND MODELING AGENCY, INC  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

☐ \$70  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate  
of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**FROM:** CARLOS GARCIA

Name (Printed or typed)

555 NW 72<sup>ND</sup> AVENUE; #307

Address

MIAMI, FLORIDA 33126-5842

City, State & Zip

786-267-2753

Daytime Telephone number

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

**VALCAR TALENT & MODELING AGENCY, INC.**

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The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLES I: NAME OF THE CORPORATION**

The name of the corporation is **VALCAR TALENT & MODELING AGENCY, INC.** hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and principal office of the corporation is **555 NW 72<sup>ND</sup> AVENUE; #307; MIAMI, FLORIDA 33126-5842.**

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

**ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is **555 NW 72<sup>ND</sup> AVENUE; #307; MIAMI, FLORIDA 33126-5842**; and the registered agent at that office is **CARLOS GARCIA**.

**ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have **TWO (2)** director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

<b>CARLOS GARCIA, Vice President,</b>	<b>VALIA VIDAL, President</b>
<b>Treasurer and Secretary</b>	<b>555 NW 72<sup>ND</sup> AVENUE; #307</b>
<b>555 NW 72<sup>ND</sup> AVENUE; #307</b>	<b>MIAMI, FLORIDA 33126-5842</b>
<b>MIAMI, FLORIDA 33126-5842</b>	

**ARTICLE IX: INCORPORATOR**

The incorporator(s) of the Corporation are as follows:

**CARLOS GARCIA**  
**555 NW 72<sup>nd</sup> Avenue; #307**  
**Miami, Florida 33126-5842**

IN WITNESS WHEREOF, I, **CARLOS GARCIA**, the undersigned incorporator, have signed these Articles of Incorporation on this 17<sup>TH</sup> day of OCTOBER, 2005, and acknowledged the same to be my act.

  
\_\_\_\_\_  
**CARLOS GARCIA**

WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—That **VALCAR TALENT & MODELING AGENCY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **CARLOS GARCIA** at **555 NW 72<sup>ND</sup> AVENUE; #307**, in the City of **MIAMI**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-  
ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:

  
CARLOS GARCIA

DATE:

10/17/05

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