

P05000150686

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.

(((H05000262003 3)))

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

FILED
05 NOV 10 AM 10:52

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

headshot-zone.com, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Handwritten signature and date 11/14/05

⑤

This Instrument Prepared By:
Mark Alan Levine, P.A.
2000 S. Dixie Highway, Suite 102
Miami, FL 33133
Ph: (305) 854-3300

H05000262003

ARTICLES OF INCORPORATION
OF
HEADSHOT-ZONE.COM, INC.

05 NOV 10 AM 10:52

FILED

ARTICLE I

The name of this corporation is:

HEADSHOT-ZONE.COM, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

7921 S.W. 146th Avenue
Miami, FL 33183

ARTICLE III

This corporation is organized for any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation, Act, Chapter 607, Florida Statutes.

ARTICLE IV

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise shall have the right

H05000262003

to purchase one's proportionate share thereof.

ARTICLE VI

The street address of the initial registered office of this corporation is: 2000 S. Dixie Hwy., Suite 102, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is: MARK ALAN LEVINE, which agent, pursuant to Section 48.091, Florida Statutes, shall accept service of process within this State.

ARTICLE VII

This corporation shall have two directors. The number of directors may be increased or decreased from time to time in such manner as may be predescribed by the Bylaws. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Javier Alay-Peña, President	7921 S.W. 146 th Avenue Miami, FL 33183
Lidia Perle, Vice-President	7921 S.W. 146 th Avenue Miami, FL 33183

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of that person having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by that person as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees), reasonably incurred by that person in connection with any such claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that one of such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

Lidia Perle
7921 S.W. 146th Avenue
Miami, FL 33183

ARTICLES IXI

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and Board of Directors.

ARTICLE X

That the subscribers to stock shall be as follows:

Carlos Javier Alay-Peña	50%
Lidia Perle	50%

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 7 day of Nov, 2005.


LIDIA PERLE

