

P06000026553

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.

(((H06000043408 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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

BRETONECHE-NILSSON MUSIC, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu Corporate Filing Menu

Help



February 17, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BRETONECHE-NILSSON, INC.
REF: W06000007959

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 name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

FAX Aud. #: H06000043408
Letter Number: 906A00011523

P.O. BOX 6327 - Tallahassee, Florida 32314

H00000043408

⑥

**ARTICLES OF INCORPORATION
OF
BREONECHE-NILSSON MUSIC, INC.**

ARTICLE I
[CORPORATE NAME]

The name of this corporation is Breoneche-Nilsson Music, Inc.

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & POWERS]

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

To engage in the business of the production of recorded music business tradeshow, and the recording, manufacture, leasing, sale, distribution and promotion of mechanical devices of any kind whatsoever now known or to become known which devices reproduce the sight and sound of every name, nature and description.

To organize, rehearse, coach, employ, represent, manage and develop artistic performing abilities of individuals who are performers, and to produce same for public and private performance in any foreign state or country of the world, in any entertainment medium whatsoever.

To acquire and operate phonograph recordings and electrical transcription facilities; and to exchange or otherwise dispose of any and all kinds of records, electrical transmission or other devices by which sight and sound may be reproduced in any manner whatsoever.

To carry on, in all departments, the business of producing master recordings, theatrical, motion picture, television, radio and other entertainments including lectures, pantomime, ballets, pageants, devices, features and ideas of all kind. To acquire copyrights, licenses, or other rights to or in music, plays and films. To equip, maintain, and operate studio, photographic and other equipment for the making and production of master recordings, motion pictures and/or television broadcasts. To erect, purchase, sell, acquire and dispose of, and to maintain, manage and operate theaters, halls, radio stations, television stations, places of entertainment, or amusement enterprises of all kinds; to conduct, carry on, manage and operate entertainment or amusement enterprises of every kind now known or to become known.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

FILED
06 FEB 16 PM 1:43
TALLAHASSEE, FLORIDA

110000043408

ARTICLE IV
[PLACE OF BUSINESS]

The principal place of business for this corporation is:

1717 North Bayshore Drive
Miami, Florida 33132

ARTICLE V
[CORPORATE ADDRESS]

The mailing address of this corporation is:

1717 North Bayshore Drive
Miami, Florida 33132

ARTICLE VI
[CAPITAL STOCK]

This corporation is authorized to issue three thousand (3,000) shares of common stock with par value of one dollar (\$1.00) each of which shall be designated as "Common Shares".

ARTICLE VII
[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII
[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, Suite: 6-E
Miami, Florida 33139-3016

Name of Initial Registered Office: LAW OFFICES of GEORGE M. TAVARES

Name of Initial Registered Agent: GEORGE M. TAVARES, JR.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX
[INITIAL DIRECTORS]

The name's and address's of the three initial directors of this corporation are as follows:

Julio Bretoneche
1717 North Bayshore Drive
Miami, Florida 33132

Solveig Nilsson-Bretoneche
1717 North Bayshore Drive
Miami, Florida 33132

Nathalie Bretoneche
1717 North Bayshore Drive
Miami, Florida 33132

ARTICLE X
[BOARD OF DIRECTORS]

The corporation shall have three (3) directors initially. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the 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 his being a director or officer. The corporation shall reimburse such person(s) for all costs, legal and other expenses reasonably incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida 33139

ARTICLE XII

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts herein stated are true and does hereby make and file these Articles of Incorporation, and hereunto sets his hand and seal at Miami Beach, Miami-Dade County, Florida, this 14th day of February 2006.

Signed

GEORGE M. TAVARES, JR.

STATE OF FLORIDA)) ss
MIAMI-DADE COUNTY)

I, hereby certify that on this 12th day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the person described in and who executed the foregoing instrument, who acknowledged before me that GEORGE M. TAVARES, JR. executed same, and an oath was not taken. [Check one] Said person(s) are personally known to me or Said person(s) provided the following type of identification:

Witness my hand and Official Seal in the County and State last aforesaid this 17th day of FEBRUARY 2006.

(Said)

OFFICIAL NOTARY SEAL
REBECCA S KUNE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 001154497
MY COMMISSION EXP. OCT. 20, 2006

Notary Signature:

Printed Name:

REBECCA S. KLINE, Notary

H00000043408

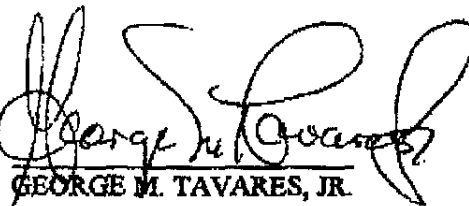
Bretoneche-Nilsson Music, Inc.
February 14, 2006
Page 6 of 6**C E R T I F I C A T E****DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS JUNE BE SERVED**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - THAT BRETONECHE-NILSSON MUSIC, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DAVIE, COUNTY OF MIAMI-DADE AND STATE OF FLORIDA, HAS NAMED GEORGE M. TAVARES, JR., ESQUIRE WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF MIAMI BEACH, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: MIAMI BEACH, FLORIDA
14th of February 2006

By:


GEORGE M. TAVARES, JR.STATE OF FLORIDA)
) SS
MIAMI-DADE COUNTY)

I, hereby certify that on this 14th day of February, 2006, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the persons described in and who executed the foregoing instrument, who acknowledged before me that GEORGE M. TAVARES, JR. executed same, and an oath was not taken, (Check one) Said person(s) are personally known to me or Said person(s) provided the following type of identification:

Witness my hand and Official Seal in the County and State last aforesaid this 14th day of February, 2006.

(Seal)

OFFICIAL NOTARY SEAL
REBECCA S. KLINE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD158497
MY COMMISSION EXPIRES OCT. 20, 2006

Notary Signature:

Printed Name:

REBECCA S. KLINE

Notary

H00000043408