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COVER LETTER

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

SUBJECT: FACILITATORS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: BETTINA R. AUGUST
Name (Printed or typed)

2719 BRUCE TERRACE
Address

HOLLYWOOD, FL 33020
City, State & Zip

954-816-3030 ce 954-927-9503
Daytime Telephone number

ALLA... FLORIDA
06/11/05 PM 1:26
FILED

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

**ARTICLES OF INCORPORATION
FILM FOOLS, INC.**

The undersigned, acting as incorporator, executes the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607 and 621.

ARTICLE I

The name of this corporation shall be **FILM FOOLS, INC.** and its principal place of business shall be 2719 Bruce Terrace, Hollywood, FL 33020, with the right to change and move said principal place of business and establish such other offices and places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The formation of the corporation shall be effective as of the date of commencement of filing of these articles of incorporation with the Secretary of State and shall be perpetual.

ARTICLE III

The total authorized capital stock of this corporation shall be One hundred shares at \$1.00 par of common stock.

ARTICLE IV

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

To engage in any and all business and activities permitted by the laws of the United States of America and the State of Florida.

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TALLAHASSEE, FLORIDA

CERTIFICATION OF INCORPORATION OF **FILM FOOLS, INC.**

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Bettina R. August
2719 Bruce Terrace
Hollywood, FL. 33020

ARTICLE VI

This corporation shall have One (1) director initially. The name and address of the initial director of the corporation, who shall hold office until her successor is elected and qualified or until her resignation or removal from office is:

Bettina R. August
2719 Bruce Terrace
Hollywood, FL. 33020

The number of directors may be increased or decreased from time to time pursuant to the by laws of the corporation, but shall not be less than one.

ARTICLE VII

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide may hold their meetings within or without the State of Florida. The corporation may in its By-laws; confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

CERTIFICATION OF INCORPORATION OF **FILM FOOLS, INC.**

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statute.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE VIII

Shares of capital stock of this corporation shall be issued initially to the following person and in the set opposite name:

<u>NAMES</u>	<u>NUMBER OF SHARES</u>
Bettina R. August	100

Shares held by initial shareholder listed above may be resold or otherwise transferred to other persons.

ARTICLE IX

Special meetings of shareholders may be called by Certified Mail. Return Receipt Requested, giving seven (7) days written notice or by other means authorized by the shareholders.

ARTICLE X

Fifty-one percent (51%) 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 fifty-one percent (51%) of the shares presented at the meeting and entitled to vote on the subject matter shall be an act of the shareholder.

CERTIFICATION OF INCORPORATION OF FILM FOOLS, INC.

ARTICLE XI

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, except as provided for in Article XII.

ARTICLE XII

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate power shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIV

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XV

IDENTIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

CERTIFICATION OF INCORPORATION OF **FILM FOOLS, INC.**

ARTICLE XVI

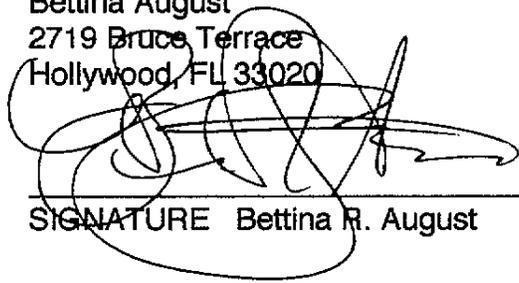
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

ARTICLE XVII

The name and address of the incorporator signing these Articles of incorporation are as follows:

Bettina August
2719 Bruce Terrace
Hollywood, FL 33020



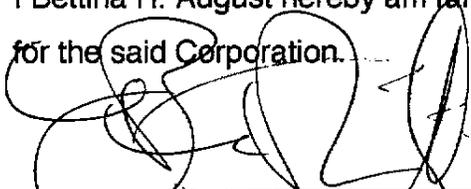
SIGNATURE Bettina R. August

ARTICLE XVIII

The registered Agent of this Corporation is

Bettina R. August
2719 Bruce Terrace
Hollywood, FL. 33020

I Bettina R. August hereby am familiar with and accept the duties and responsibilities as agent for the said Corporation.



SIGNATURE OF REGISTERED AGENT- Bettina R. August

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TALLAHASSEE, FLORIDA