

PO6000086075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

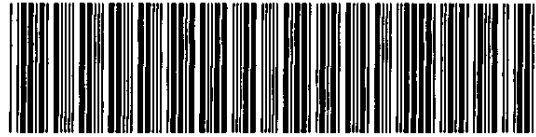
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500076334855

06/26/06--01008--003 \*\*157.50

FILED

2006 JUN 26 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EDWARD de R. CAYIA, P.A.

ATTORNEY AT LAW  
432 N.E. THIRD AVENUE  
FORT LAUDERDALE, FLORIDA 33301-3234  
(954) 765-1400 / FAX (954) 765-1421

June 15, 2006

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

Re: AINTSKEDWIDIT ENTERTAINMENT, INC.  
BLACK ROSE PUBLISHING, INC.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for the two above-referenced corporation, and my operating account check in the amount of \$157.50 covering the various fees for the two corporations.

Please forward a certified copy of the Articles, and the Charter Numbers to this office at the above address for each corporation.

Thank you for your attention to this matter.

Sincerely,



Edward de R. Cayia, P.A.  
EC/ss  
Enclosures

ARTICLES OF INCORPORATION OF  
BLACK ROSE PUBLISHING, INC.

FILED

2006 JUN 26 PM 3:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be BLACK ROSE PUBLISHING, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To engage in all legally authorized business practices in the State of Florida, including but not limited to the creation, performance, recording, reproduction, licensing, investing, marketing, and distribution of artistic talent in the amusement, entertainment, film, and musical fields; to acquire copyrights on songs, lyrics, and musical compositions; to license and use such material for mechanical or other reproductions; to license the use by vocal, instrumental, or any other means known or to be known; to print, sell, and distribute sheet music; to acquire rights in literary and musical properties, and publish the same under contract; and to do any and all other acts necessary to fulfilling such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 2879 West Sunrise Boulevard, Fort Lauderdale, FL 33311. The name of the initial registered agent of this corporation at that address is JEFFREY EUBANKS.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is: JEFFREY EUBANKS at 2879 West Sunrise Boulevard, Fort Lauderdale, FL 33311.

#### ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is JEFFREY EUBANKS at 2879 West Sunrise Boulevard, Fort Lauderdale, FL 33311.

#### ARTICLE VIII. BYLAWS

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

#### ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the 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 X. CALLING OF SPECIAL MEETING**

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

**ARTICLE XI. SHAREHOLDER QUORUM AND VOTING**

Seventy Five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers 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 Board of Directors of the corporation.

**ARTICLE XIII. DIRECTOR QUORUM AND VOTING**

One (1) Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

**ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this corporation may take action by written consent, as provided by law.


**ARTICLE XV. INDEMNIFICATION**

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in good faith and in the best interests of the corporation.

**ARTICLE XVI. AMENDMENT**


This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14 day of June, 2006.

  
JEFFREY EUBANKS, Incorporator

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me on June, 2006 by JEFFREY EUBANKS, who is personally known to be, or who identified himself by \_\_\_\_\_, on oath.

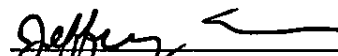
  
Notary Public - State of Florida  
at Large

My commission expires:



**Sandra Scott**  
Commission #DD169608  
Expires: Dec 03, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

The undersigned, having been named as Registered Agent to accept Service of Process for BLACK ROSE PUBLISHING, INC., at 2879 West Sunrise Boulevard, Fort Lauderdale, FL 33311, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

  
JEFFREY EUBANKS, Registered Agent