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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 AUG -2 AM 9:08

COVER LETTER

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

SUBJECT: DND FILMS 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: MERCEDES PALOMO
Name (Printed or typed)

1267 CORAL WAY
Address

MIAMI, FLORIDA, 33145
City, State & Zip

305-812-6382
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
ONDA FILMS INC.**

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DIVISION OF CORPORATION
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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.

ARTICLE I

The name of this corporation shall be **ONDA FILMS** Inc. and it's principal place of business shall be 1267 Coral Way, Miami, FL. 33145 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 commencing upon date 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 five 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:

A. To engage in any and all business and activities permitted by the laws of the United States of America and the State of Florida. The corporation shall have all the power vested in a corporation organized under and existing by virtue of such laws.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of the land or houses or other property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory note, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

CERTIFICATION OF INCORPORATION OF ONDA FILMS INC.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the right of said instruments and agreements.

E. To purchase, hold, sell, and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

F. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects here in above specified, to make and perform contracts of any kind and description and to do any and all acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporation, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE V

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

Mercedes Palomo
1267 Coral Way.
Miami, FL. 33145

ARTICLE VI

This corporation shall have one (1) director initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

MercedesPalomo
1300 Granada Blvd.
Coral Gables, FL. 33134

CERTIFICATION OF INCORPORATION OF ONDA FILMS INC

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 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 purpose 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 it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statue to the Directors.

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 Statue.

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>
Mercedes Palomo	500

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

CERTIFICATION OF INCORPORATION OF ONDA FILMS INC

ARTICLE IX

Special meetings of shareholders may be called by Certified Mail. Return Receipt Requested, giving five (5) 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.

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.

CERTIFICATION OF INCORPORATION OF ONDA FILMS INC

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.

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 is as follows:

Mercedes Palomo
1300 Granada Blvd.
Coral Gables, FL. 33134


SIGNATURE Mercedes Palomo

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CERTIFICATION OF INCORPORATION OF ONDA FILMS INC

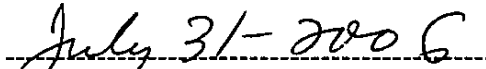
ARTICLE XVIII

The registered Agent of this Corporation is

Mercedes Palomo
1300 Granada Blvd
Miami, FL. 33129

I Mercedes Palomo hereby am familiar with and accept the duties and responsibilities as registered agent for the above Corporation.


SIGNATURE - REGISTERED AGENT


Date

FILED STATE
SECRETARY OF CORPORATION
06 AUG -2 AM 9:08