

P95000000939

TRANSMITTAL LETTER

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

3000001027473
11/14/94-01027-01
***11.20 ***11.20

SUBJECT: LIDO, INC.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ODIL FRANCIS JOSEPH
Name (printed or typed)
10831 Venice Circle
Address
Tampa, FL 33635
(City, State & Zip)
(813) 975-7717
Daytime Telephone number

W94-24523
531,502

KAN 11-15

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



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 15, 1994

ODIL FRANCIS JOSEPH
10831 VENICE CIRCLE
TAMPA, FL 33635

SUBJECT: LIDO, INC.
Ref. Number: W94000024523

We have received your document for LIDO, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 594A00049605



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 6, 1994

ODIL FRANCIS JOSEPH
10831 VENICE CIRCLE
TAMPA, FL 33635

SUBJECT: LIDO, INC.
Ref. Number: W94000024523

We have received your document for LIDO, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 294A00051924

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation shall be:

LIDO INNOVATIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

**10831 Venice Circle
Tampa, FL 33635**

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

- a) 100,000 common shares at \$1.00 par value each, with power for the corporation to increase or decrease such capital, by the passing of an ordinary resolution, in general meeting by the holders of majority of at least 51 percent of its common stockholders.
- b) The corporation may create, if considered beneficial by its directors, a separate type, series or class of stock, including preference shares, by the passing of a resolution by the holders of majority of at least 51 percent of its common stockholders.
- c) Each shares entitles the owner thereof to one vote on such matters on which shareholders are entitled to vote.
- d) Cumulative voting of shares in the election of directors is allowed.

ARTICLE IV. - PREEMPTIVE RIGHTS

1. The corporation's shareholders shall have preemptive rights.
2. This right entitles each shareholder to buy a percentage (corresponding to the percentage of his or her current shareholdings to the total number of outstanding shares) of any new stock of the same class that is either authorized and issued by the corporation or is made available for sale by another shareholder.
3. This right shall exist, unless a specific shareholder is not interested in purchasing such shares or does not have the money to do so.
4. If the situation in (3) above should arise, then the corporation may offer the shares to other investors.
5. The right shall not apply if:
 - a) The corporation repurchases stock itself (treasury stock) and subsequently resell it.
 - b) The corporation issues and sell new share to its employees, under a plan approved by a majority of the corporation's shareholders.

ARTICLE V. - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Odil F. Joseph
10831 Venice Circle
Tampa, FL 33625

ARTICLE VI - LIABILITY OF SHAREHOLDERS

The personal liability of each common shareholder shall be limited to the sum of the par value of the number of shares owned, to the extent that such shares have been fully paid up.

ARTICLE VII - PURPOSES

The purposes for which the corporation is established are:

1. To carry on all or any of the business of producers, distributors, importers, exporters, buyers, sellers, consultants and or dealers in the production and distribution of products depicting Caribbean culture.

- (1.1) To produce and distribute "Our Caribbean Community", a program designed to promote the cultural awareness of Tampa Bay residents to the richness of Caribbean culture, music and people.
 - (1.2) To produce video, radio and television recordings of local and international Caribbean entertainment artists, business people, professionals and residents.
 - (1.3) To produce and distribute video, radio and television recordings of documentaries, programs, festivals, fairs, exhibitions, meetings and any other event which portrays the culture of the Caribbean people.
 - (1.4) To produce and distribute a variety of Caribbean video programs comprised of reggae, calypso, salsa, meringue, zouk and world music.
 - (1.5) To promote or stage festivals, fairs, exhibitions, seminars, meetings, concerts, parades or any other event which portrays the culture of the Caribbean people.
 - (1.6) To solicit sponsorships and/or paid advertisements to further the production and distribution of videos, etc., noted above.
 - (1.7) To expand the awareness of the Caribbean music, people and culture through the production and distribution of videos, programs, etc., to cities throughout the United States and other countries worldwide.
 - (1.8) To manufacture, buy, sell, exchange, repair, let out on hire, import, export and deal in textile fashion of all kind, leather goods, household goods of all kinds, furniture and furnishings, jewelry, utensils, articles of use or ornament, fancy goods, tools, implements, materials, merchandise and accessories of all kinds, relating to the Caribbean culture, music and its people, which can be conveniently dealt with by the corporation and to act either as principals or agents in or about the corporation's business or for any of the above purposes.
2. To undertake and carry on any other legal Trade or business whatsoever which can, in the opinion of the corporation, be advantageously or conveniently carried on by the company by way of extension or in connection with any business which the corporation is authorized to carry on or is calculated directly or indirectly to develop any branch of the corporation's business or to increase the value of any of the corporation's assets, property or rights.
3. To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this corporation is authorized to carry on, or possessed of any property or rights suitable for the purpose of this corporation.

4. To acquire, hold, sell and mortgage the shares, stock, bonds, debentures, or securities of or in any other company or body (whether such shares or securities are fully paid or not) where in so doing may seem desirable in the interests of the corporation.
5. To take on, purchase, lease, hire or otherwise acquire, and if thought fit to sell, exchange, lease or operate real and personal property rights of all kinds, without prejudice to any of the foregoing, including lands, buildings, concessions, copyrights, inventions, trademarks, patents, licences, contracts, machinery, stations, agencies and business concerns and undertakings.
6. To apply for and take out, purchase or otherwise acquire any trade marks, designs, patterns, patents, patent rights, inventions, or secret processes which may be useful for the corporations objectives, and to grant licenses to use the same.
7. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or otherwise, with any person or company carrying on or engaged in any business or transactions which this corporation is authorized to carry on or engage in, so as to directly or indirectly benefit this corporation, and to lend money to guarantee the contracts of or otherwise assist, any such person or company.
8. To amalgamate or merge with any other company or companies.
9. To enter into any arrangements with any government, or municipality, local or otherwise, that may seem conducive to the company's objectives and to obtain from any such authorities, any rights, privileges, and concessions which the corporation may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concession.
10. To borrow, or raise or secure the payment of money by mortgage or by the issue of debenture stock, or in such manner as the cooperation shall think fit, and for the purpose aforesaid or for any other lawful purpose; to charge all or any of the company's property or assets, present and future.
11. To invest, lend, or otherwise deal with unemployment monies, in such manner, and upon such terms as may be thought fit, and to vary investments.
12. To receive loans at interest from and to give credit or lend money to, any person or company, where so doing may further the interest of the corporation.
13. To subscribe for, take, acquire and hold, sell or exchange, bonds, stocks, obligations or securities of any government authority or company.

14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable, transferable, or mercantile instrument.
15. Upon any issue of shares, debentures or other securities of the company, to employ brokers, commission agents, underwriters and other persons, and to provide for the remuneration for such persons for their services by payment in cash, or by the issue of shares, debentures or other securities of the company, or by the granting of options to take the same or in any other manner allowed by law.
16. To pay any person, firm or company for services rendered or to be rendered to this company, either by cash payment or by the allotment to them by shares or securities of the corporation.
17. To establish and support or aid in the setup of associations, institutions, clubs, funds, trusts and conveniences calculated to benefit employees or ex-employees or directors or ex-directors of the corporation and to grant money, pensions, and charitable aid and donations, to any charitable organization, exhibition or purpose.
18. To pay for any property or rights acquired by the company either in cash or fully or partly paid shares or by the issue of securities, or by combination of both, and generally on such terms as may be determined.
19. To insure with any company or person against losses, risks or liability which might affect this corporation and insure the lives of any of the directors or servants or agents of the corporation.
20. To sell or dispose of the undertakings, property and assets of the company or any part thereof in such manner and for such consideration as the corporation may think fit and in particular for shares fully or partly paid up, debentures, or other securities of any other company.
21. To distribute a dividend to the shareholders upon the recommendation of the Board of Directors in general meeting.
22. To procure the corporation to be incorporated, registered or recognized in any other state or abroad or place, and to exercise any of the objects or powers aforesaid in any part of the world.
23. To distribute among the shareholders any assets of the corporation, but so that such distribution would not amount to a unlawful reduction of capital as prescribed by law.
24. To do all or any of the matters hereby authorize in any part of the world, either alone or in conjunction with, or as factors, trustees or agents for, other persons or companies.

25. To do all such things as are incidental or the corporation may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that in the interpretation of this article, the objects set forth in any sub-article shall not, except when the context expressly so require, be in any wise limited or restricted by reference to or inference from the terms of any other sub-article. The corporation shall have full power to exercise all or any of the powers conferred by any part of this article.

ARTICLE VIII - INITIAL DIRECTORS

DIRECTOR & PRESIDENT

ODIL FRANCIS JOSEPH
10831 Venice Circle
Tampa, FL 33635

DIRECTOR & SECRETARY

KARLENE A. JOSEPH
10831 Venice Circle
Tampa, FL 33635

The board may appoint other directors to serve as considered beneficial to the interest of the corporation.

ARTICLE IX - PROCEDURES FOR AMENDMENTS

- A)** The Board of Directors shall adopt a resolution setting forth the proposed amendments and direct that it be submitted to a vote at a meeting of shareholders, which may be either an annual or a special meeting.
- B)** A written or printed notice setting forth the proposed amendment or the changes to be effected shall be given to each shareholder of record entitled to vote at such meeting, within the proper time as noted in these articles. If the meeting is an annual meeting, the proposed amendment shall be included in the notice of such an annual meeting.
- C)** At such meeting, a vote of the shareholders entitled to vote shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of at least a majority of the outstanding shares entitled to vote.
- D)** Any number of amendments may be submitted to the shareholders, and voted upon by them, at one meeting.

ARTICLE X - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

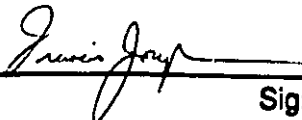
ODIL FRANCIS JOSEPH
10831 Venice Circle
Tampa, FL 33635


KARLENE A. JOSEPH
10831 Venice Circle
Tampa, FL 33635

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
4th day of November, 19 94.

Francis Joseph
(Signature)

Karlene A. JOSEPH


Signature


Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.**

1. The name of the corporation is: **LIDO INNOVATIONS, INC.**

2. The name and address of the registered agent and office is:

ODIL FRANCIS JOSEPH

(Name)

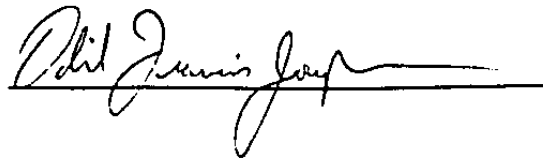
10831 Venice Circle

P.O. Box **not** acceptable)

Tampa, FL 33635

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointments as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the obligations of my position as registered
agent.*



DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL