

**P45000031406**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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(((H95000004488))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MARDIA PRODUCTION, INC.

FAX AUDIT NUMBER: H95000004488

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44-21-1995 OUT 22 FROM EMPIRE  
Rhonda GEFMAN  
2020 N.W. 163 ST. #300  
N. Miami Beach, FL 33162  
305-944-9100

CERTIFICATE OF INCORPORATION  
OF  
MarBia Production, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
190492

(10)

The undersigned hereby associates for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

ARTICLE I

The name of the corporation shall be MarBia Production, Inc.

ARTICLE II

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as a natural person might or could do, to-wit:

A. To engage in the business of promotion of concerts, dramatic and musical shows, special events of entertainment for the general public, theater events involving celebrities, and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the

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liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.

C. To borrow money, and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

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

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several state, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental

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to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is ONE HUNDRED (100) shares of Common Stock which shall have One Dollar (\$1.00) par value.

ARTICLE III

The amount of capital with which this corporation will begin business is not less than the sum of One Hundred (\$100.00) Dollars.

ARTICLE IV

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE V

The principal place of business of this corporation is to be at

Post Office Box 17057  
West Palm Beach, Florida 33416

ARTICLE VI

There shall be one or more Directors of this corporation.

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**ARTICLE VII**

The names and post office addresses of the first Board of Directors are as follows:

PATRICIA B. MORNIRA - 2761 Village Boulevard, Apt. 208  
West Palm Beach, FL 33409

MARIA I. GUESADA - 4695 Sable Pine Circle, C-1  
West Palm Beach, FL 33417

**ARTICLE VIII**

The name of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

PATRICIA B. MORNIRA 500

MARIA I. GUESADA 500

**SHARE TOTAL: (1000) PERCENT**

the proceeds of which amount to One Hundred (\$100.00) Dollars.

**ARTICLE IX**

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

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B. The private property of the stock holders shall not be subject to the payment of the corporate debts to any extent whatsoever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

#### ARTICLE X

The officers of this corporation are as follows:

PATRICIA B. MOREIRA - President/Secretary

MARIA I. GUESADA - Vice President/Treasurer

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**ARTICLE XI**

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

**ARTICLE XII**

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted: Maria Production, Inc. desiring to organize under the laws of the State of Florida with the principal offices as indicated in the Articles of Incorporation, has designated MARIA I. QUESADA to accept service of process within this State.

The Registered Agent and street address of the registered office, place of business, or location for the service of process within this State is as follows:

MARIA I. QUESADA  
4695 Sable Pine Circle, C-1  
West Palm Beach, FL 33417

DATED this 18th day of April, 1995.

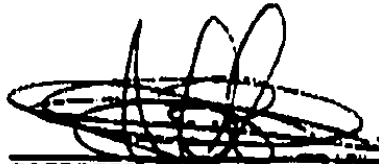
  
PATRICIA B. MORERA, Recording party

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IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida on the 18th day of April, 1995.

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PATRICIA S. ROSHINA, President/Secretary



MARIA I. GONZALEZ, Vice President/Treasurer

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me on the 18th day of April, 1995 by all of the foregoing persons.



Notary Public, State of Florida

My Commission Expires:



DELANNA DEAN  
MY COMMISSION & CERTIFICATE EXPIRES  
JUNE 12, 1997  
NOTARY PUBLIC STATE OF FLORIDA, INC.

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**ACCEPTANCE OF REGISTERED AGENT**

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Having been designated registered agent for Martia Production, Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 18th day of APRIL, 1995.

Maria I. Guesada  
MARIA I. GUESADA, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 18th day of APRIL, 1995, by MARIA I. GUESADA, the Registered Agent.

Eulene Dean  
Notary Public, State of Florida

My Commission Expires:



EULENE DEAN  
MY COMMISSION # 000427 EXPIRES  
JUNE 13, 1997  
NOTARY PUBLIC - FLORIDA

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STATE OF FLORIDA )  
COUNTY OF DADE )

PERSONALLY, before the undersigned authority, appeared  
PATRICIA B. MORALES, as President of Martina Production, Inc., to  
me well known to be the person described in and who executed the  
foregoing Certificate of Incorporation and acknowledged before me  
that the parties executed the same freely and voluntarily for the  
purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 18th day of APRIL,  
1995.

*Edelma Dean*  
Notary Public State of Florida

My Commission Expires:



EDELMA DEAN  
MY COMMISSION EXPIRES  
JUNE 15, 1997  
SHOULD THIS TERM EXPIRE, I AM RE-ELECTED, INC.

FILED  
95 APR 21 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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