P95000052681

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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX. (305) 541-3770

(((H95000007575)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MICHAEL SPLENGELR PHOTOGRAPHY, INC.
FAX AUDIT NUMBER: H95000007575
DATE REQUESTED: 07/07/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: $70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED. 16:42:12
CERTIFICATE OF STATUS. 0
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## ARTICLES OF INCORPORATION

## OF

## MICHAEL SPENGLER PHOTOGRAPHY, INC.

FILED

The undersigned, acting as incorporator of MICHAEL SPENGLER PHOTOGRAPHY, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

### ARTICLE I. NAME

The name of the corporation is:

MICHAEL SPENGLER PHOTOGRAPHY, INC.

### ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

### ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of PHOTOGRAPHY and in all businesses incidental thereto, and may also engage in any activity or business permitted under the laws of the United States and Florida.

### ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of $1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

H95000007575

Rolando E. Leiva, CPA
4960 SW 72nd Avenue #204
Miami, FL 33155
(305) 663-1511

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:
1000 W. AVE. APT. ~~626~~ Penthouse 4
MIAMI BEACH, FL 33139

and the name of the corporation's initial registered agent at that address is:
MICHAEL A. SPENGLER.

ARTICLE V.a. PHYSICAL LOCATION OF BUSINESS
1000 W. AVE. APT. ~~626~~ PH 4
MIAMI BEACH, FL 33139

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Name | Title
MICHAEL A. SPENGLER, PRESIDENT
ADDRESS:
1000 W. AVE. APT. ~~626~~ PH 4
MIAMI BEACH, FL 33139

MICHAEL A. SPENGLER SECRETARY
ADDRESS:
1000 W. AVE. APT. ~~626~~ PH 4
MIAMI BEACH, FL 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name
MICHAEL A. SPENGLER

Address
1000 W. AVE. APT. ~~626~~ PH 4
MIAMI BEACH, FL 33139



ARTICLE VIII BYLAWS.

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaws is not subject to amendment or repeal by the directors.

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ARTICLE IX SEC. 1244 STOCK

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. There after, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ______ day of ___________, 1995.

Michael Spengler

MICHAEL A. SPENGLER, PRES.

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MICHAEL SPENGLER PHOTOGRAPHY, INC. in the foregoing Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

MICHAEL SPENGLER PHOTOGRAPHY, INC., a Florida Corporation

Michael Spengler

MICHAEL A. SPENGLER
Registered Agent





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SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8-7-96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

CORPORATION ANNUAL REPORT

1996

DOCUMENT # P95000052681 (0)

MICHAEL SPENGLER PHOTOGRAPHY, INC.

FILED
96 NOV 12 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REINSTATEMENT 96

Principal Place of Business:
1000 WEST AVE
APT. PENTHOUSE 4
MIAMI BEACH FL 33139

Mailing Address:
1000 WEST AVE
APT. PENTHOUSE 4
MIAMI BEACH FL 33139

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
25
Country

2a. Mailing Address
26
Suite, Apt. # etc.
27
City & State
28
Zip
29
30
Country

3. Date Incorporated or Qualified: 07/10/1995

3a. Date of Last Report

4. FEI Number: 65-0593482 — Applied For / Not Applicable

5. Certificate of Status Desired ☐ — $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. ☐ Yes ☑ No

9. Name and Address of Current Registered Agent

SPENGLER, MICHAEL A
1000 WEST AVE.
APT. PENTHOUSE 4
MIAMI BEACH FL 33139

10. Name and Address of New Registered Agent

01 Name
02 Street Address (P.O. Box Number is Not Acceptable)
03
04 City
FL
05 Zip Code

11. Pursuant to the provisions of sections 607.0502 and 607.0505, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: Michael A. Spengler — Michael A. Spengler Nov. 5, 1996

12. OFFICERS AND DIRECTORS

| | | |
|---|---|---|
| TITLE | PD | ☐ DELETE |
| NAME | SPENGLER, MICHAEL A | |
| STREET ADDRESS | 1000 W. AVE. PH #4 | |
| CITY - ST - ZIP | MIAMI BEACH FL 33139 | |
| TITLE | S | ☐ DELETE |
| NAME | SPENGLER, MICHAEL A | |
| STREET ADDRESS | 1000 W. AVE. PH #4 | |
| CITY - ST - ZIP | MIAMI BEACH FL 33139 | |
| TITLE | | ☐ DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | ☐ DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | ☐ DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |
| TITLE | | ☐ DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY - ST - ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | | |
|---|---|---|
| 1.1 TITLE | | ☐ Change ☐ Addition |
| 1.2 NAME | | |
| 1.3 STREET ADDRESS | | |
| 1.4 CITY - ST - ZIP | | |
| 2.1 TITLE | 000002008??? | ☐ Change ☐ Addition |
| 2.2 NAME | -11/19/96--01162--009 | |
| 2.3 STREET ADDRESS | ****375.00 ****375.00 | |
| 2.4 CITY - ST - ZIP | | |
| 3.1 TITLE | | ☐ Change ☐ Addition |
| 3.2 NAME | | |
| 3.3 STREET ADDRESS | | |
| 3.4 CITY - ST - ZIP | | |
| 4.1 TITLE | | ☐ Change ☐ Addition |
| 4.2 NAME | | |
| 4.3 STREET ADDRESS | | |
| 4.4 CITY - ST - ZIP | | |
| 5.1 TITLE | | ☐ Change ☐ Addition |
| 5.2 NAME | | |
| 5.3 STREET ADDRESS | | |
| 5.4 CITY - ST - ZIP | | |
| 6.1 TITLE | 11/14/96 | ☐ Change ☐ Addition |
| 6.2 NAME | | |
| 6.3 STREET ADDRESS | | |
| 6.4 CITY - ST - ZIP | | |

CR2E034 (3/96)

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Michael A. Spengler PRESIDENT 08/20/1995 (305) 673-3223

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

0048300 CP