

P95000057999

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400001547224

-07/27/95--01010--007

\*\*\*\*560.00 \*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

CEMCO, INC.

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 27 AM 11:35

Examined

File

7/27/95

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 27 AM 11:35

# ARTICLES OF INCORPORATION OF CEMCO, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## ARTICLE 1 - NAME

The name of the Corporation is **CEMCO, INC.**, (hereinafter, "Corporation").

## ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 2204 Floyd Street, Sarasota, Florida 34239 and the mailing address is Post Office Box 171521, Sarasota, Florida 34239.

## ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

## ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Billy Joe Stoddard
Secretary:	Billy Joe Stoddard
Treasurer:	Billy Joe Stoddard



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Billy Joe Stoddard

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

## **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

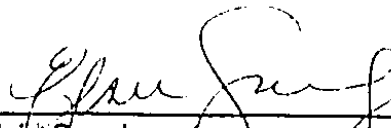
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 July 1995.

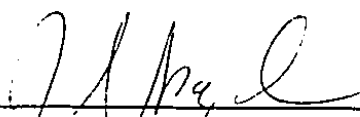
  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 27 AM 11:35

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President

APPLSINC.SUB



# P95000058000

Jorge Correa  
8331 S.W. 44th Place  
Davie, Florida 33328

(City, State, Zip)

(Phone #)

700001545157  
-07/25/95--01055--006  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Miami Sun Productions, Inc.  
(Corporation Name) (Document #) 7
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

JUL 27 1995 BSB

FILED  
95 JUL 25 AM 11:32  
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION**  
of  
MIAMI SUN PRODUCTIONS, INC.

FILED  
95 JUL 25 AM 11:32

**ARTICLE I**

NAME: The name of the corporation shall be MIAMI SUN PRODUCTIONS, INC.

**ARTICLE II**

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:  
8331 S.W. 44 Place  
in the City of Davie, County of Broward  
State of Florida 33328, and may transact its business and maintain offices for  
such purposes at such other places either within or without this State.

**ARTICLE III**

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for  
which a corporation may be incorporated under the laws of the State of Florida,  
as they may be amended from time to time.

**ARTICLE IV**

INITIAL BUSINESS: The corporation initially intends to engage in the business of \_\_\_\_\_  
Film Production  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE V**

INCORPORATORS: The names and post office addresses of the incorporators are:

Jorge Correa  
(Name)

8331 S.W. 44th Place  
(Address)

Davie, FL 33328  
(City/State/Zip Code)

Christopher Corea  
(Name)

8331 S.W. 44th Place  
(Address)

Davie, FL 33328  
(City/State/Zip Code)

_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)

#### ARTICLE VI

**DIRECTORS:** The number of persons to serve on the Board of Directors shall be fixed by the Bylaws. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

#### ARTICLE VII

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

#### ARTICLE VIII

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

#### ARTICLE IX

**CAPITAL STOCK:** (Indicate below, the number, kind and par value of the Capital Stock)

☒ The corporation shall have the authority to issue ONE HUNDRED (100) Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

☐ The corporation shall have the authority to issue \_\_\_\_\_ Shares of Common Stock, each share to have a Par Value of \$ \_\_\_\_\_. The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: \_\_\_\_\_

Shares of Common Stock with \_\_\_\_\_ Par Value, designated as Class A Common Stock; and \_\_\_\_\_ Shares of Preferred Stock with a Par Value of \$ \_\_\_\_\_ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

#### ARTICLE X

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and post office address of the Initial Statutory (Resident)(Registered) Agent for the corporation who agrees to accept service of process on behalf of the corporate entity is: Jorge Correa  
8331 S.W. 44th Place Davie, FL 33328

#### ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from August 1st to July 31st of each year.

IN WITNESS WHEREOF, we have set our hands this 22 day of July, 19 95.

Christopher Correa  
Signature of Incorporator

Jorge Correa  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator