

P96000008845

1/19/96

Lopez-Robandillo, Edmundo

Requester's Name

780 NW 42 Ave # 517

Address

MIAMI FL 33126

City

State

ZIP

Phone

446-8088B

VALIDATION ONLY

FILED  
95 JAN 29 PM 13:31  
TALLAHASSEE, FLORIDA

800011555618  
01/23/96 10:03:00  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

LATIN OUTLOOK, INC.



Toll Free: 1-800-432-3028

- ☒ Profit  
☐ NonProfit  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
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Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 23, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: LATIN OUTLOOK, INC.  
Ref. Number: W96000001686

FILED  
96 JAN 29 11:03:37  
TALLAHASSEE, FLORIDA

We have received your document for LATIN OUTLOOK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 396A00002864

RECEIVED  
96 JAN 29 11:10:25  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATIONS

OF

LATIN OUTLOOK, INC.

ARTICLE 1 - NAME

The name of this corporation is: Latin Outlook, Inc.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSES

Carry on the publishing business and related services and transact the business of advertising, promoting the business of other corporations, partnerships, or individuals for hire, or upon commission, to conduct, carry on, and be engaged in the business of art publishers in all its branches, and of printing, publishing, selling and dealing in cards, announcements, novelties, books, magazines, journals, newspapers, pamphlets, literary works, and papers of every kind and description.

To manufacture, produce, buy, lease, sell, rent, exhibit, distribute, and deal in and with all kind of motion or moving picture, photoplays and all kind of motion pictures.

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

FILED  
55 JAN 29 PM 12:38  
TALLAHASSEE, FLORIDA

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue hundred (100) shares of common stock TEN DOLLARS (\$10.00) par value which shall be designated "Common Shares".

Shares may be issued for such consideration as is determined from time to time by the stockholder.

This power, which is hereby reserved unto the stockholders by right, may and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board unless and until the stockholders by affirmative action communicate the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property tangible or intangible, or in labour or services actually performed for the corporation. Shares may not be issued until the full payment of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have received by the corporation, such shares shall be deemed to fully paid and non-assessable.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL  
OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10178 S.W. 199th Street, Miami, Florida 33157, and the name of the initial registered agent of this corporation is ROBERTO J. CASIN.

ARTICLE VII - INITIAL BOARD OF  
DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTO J. CASIN	10178 S.W. 199th Street, Miami, Florida 33157
MARIA ELENA L. DE CASIN	10178 S.W. 199th Street, Miami, Florida 33157

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having hereafter being a director or

officer of the corporation, or by reason of any action alleged to have heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse such person for all legal and other expenses reasonably incurred by him in connection with any claim, or liability provided that no person shall indemnified against, or be reimburse for, any expense incurred in connection with any claim liability as to which it shall be adjudged that such officer or director is able for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled not shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation pecuniarily or otherwise interested in or are directors or officers of, such other corporation; any director individually, or any firm of which ant director may be member, may be a party to, ir may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is interested shall disclose or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and and director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize

any such contract or transaction and may vote thereat to authorize any such contract or transaction, with the like and effect as if he were not such director or officer of such corporation or not so interested.

ARTICLE X - REMOVAL OF  
DIRECTORS

Any Director or the entire Board of Director may be removed with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for the purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

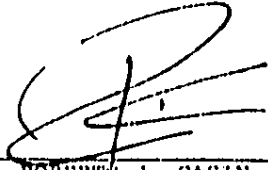
<u>NAME</u>	<u>ADDRESS</u>
ROBERTO J. CASIN	10178 S.W. 199th Street, Miami, Florida 33157

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted laws made by them that such By-Laws shall not be altered, amended or repealed by the Board of Director.

ARTICLE XIV - AMENDMENT

This Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be provided by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder meeting by a majority of the stock entitled to vote thereon.

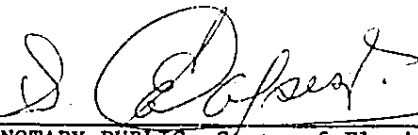
IN WITNESS WHEREOF, The undersigned subscriber have executed  
these Articles of Incorporation this 19th day of January,  
1996.

  
\_\_\_\_\_  
ROBERTO J. CASIN  
INCORPORATOR

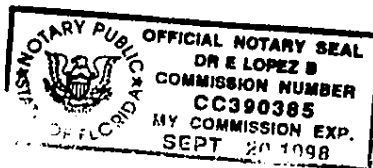
STATE OF FLORIDA    )  
                          )    SS:  
COUNTY OF DADE    )

BEFORE ME, a Notary Public, authorized to take acknowledgements  
in the State and County set forth above, personally appeared  
ROBERTO J. CASIN, known to me to be the person who executed the  
foregoing Articles of Incorporation who is personally known to me  
and acknowledged before me, that he subscribed these Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal, in the State and County aforesaid, this 19th  
day of January, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My commission expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

THAT LATIN OUTLOOK, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami  
(CITY)

STATE OF Florida, HAS NAMED ROBERTO J. CASIN  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 10178 S.W. 199th St.  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO  
(CITY)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE ROBERTO J. CASIN  
(CORPORATE OFFICER)

TITLE President

DATE 1-19-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE ROBERTO J. CASIN  
(RESIDENT AGENT)

DATE 1-19-96

FILED  
96 JAN 29 PM 12:38  
TALLAHASSEE, FLORIDA