1/00/90 FLORIDA DIVIBION OF CORPORATIONS 11:24 AM PUBLIC ACCEBS SYSTEM ELLH9 ELECTRONIC FILING COVER SHEET TO: MOTTAROUNDD FROM EMPIRE CORFORA 3 F1UB STO MONT FAX: HONE: (308) 641-3694 FAX: (308) 841-3770 (((H#8000001732))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: TAVDAUH ENTERPRINMENT, INC. FAX AUDIT NUMBER: H96000001732 CURRENT STATUS: REQUESTED DATE REQUESTED: 02/08/1996 CERTIFIED COPIES: 1 TIME REQUESTED: 11:24:27 OERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 07245003266 NUMBER OF PAGES: ESTIMATED CHARGE: \$122.50 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H96000001732))) \*\* ENTER 'M' FOR MENU. \*\* ENTER SELECTION AND (CR): Help F1 Option Manu F2 MUM Connect: 00:17:1

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### ARTICLES OF INCORPORATION OF TAYRAGE ENTENTAINMENT, INC.

The undersigned subscribed to those Articles of Incorporation, a natural person competent to contract, hereby forms a corporation of the State of Florida.

## ARTICLE I - NAME

The name of the Corporation shall be TAVDASH ENTERTAINMENT, INC.

## ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States of America; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, mutual life insurance association, cooperative association, fraternal benefits society, state fair or exposition.

## ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 par value.

#### ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing upon the filing of these Articles with the Department of State.

#### ARTICLE V - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and the name of its initial registered agent at such address are as

ALEJANDRO NUNEZ, ESIQ. FL. BAR NO. 768812 GBU SUNGET DR. 4 5.MIRMI, FL. 3343 (305) GBO.OOGO

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Properted By: Alejandro Munes, Esq. Florida Bar No. 768812 follows: ALEJANDRO MUNES, RSQ., Registered Agent, 6361 Sunset Drive, South Miami, Florida 33143.

Corporate Address: 1172 S. Dixie Highway

Buite 436

Coral Gables, Florida 33146

# ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ALEJANDRO NUNHK, ESQ. 6361 Sunset Drive South Miami, Florida 33143

## ARTICLE VII - DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

#### ARTICLE VII - INITIAL DIRECTORS

The names and street address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

PRBS: SUELAN WAN 1172 S. Dixie Highway, #436 Coral Gables, Florida

SEC: SUELAN WAN 1172 S. Dixie Highway, #436

Coral Gables, Florida

TREAS: SUELAN WAN 1172 S. Dixie Highway, #436 Coral Gables, Florida

#### ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are:

PRES: SUBLAN WAN 1172 S. Dixie Highway, #436

Coral Gables, Florida

SEC: SURLAN WAN 1172 S. Dixie Highway, #436

Coral Gables, Florida

TREAS: SUBLAN WAN 1172 S. Dixle Highway, #436

Coral Gables, Florida

## ARTICLE X - AMENDMENT

These Articles of Incorporation may be smended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

- A. If the By-Laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.
- B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its

nhareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because of such shareholder or shareholders are present at the menting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the prosence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

- C. The Stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.
- D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholders agrees in writing to indemnify and hold the corporation harmless from and against any

and all claims, actions, and mults, whether groundless or otherwise and from and against any and all liabilities, lesses, damages, costs, charges, counsel from, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

# ARTICLE XII - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for each of any new stock of the same class as that which he already holds, have the right to purchase his pro-rate share thereof (as rearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have herounto set my had and seal on this 25th day of and, 1996.

Witness: Mayer Suelan Wan, President Secretary and Treasurer

Witness: Mayer Suelan Suela

The foregoing instrument was acknowledged before me, this 29 day of January, 1996, by SUELAN WAN. She is personally known to me or has produced the following type of identification and did did not take an oath.

	M. ZALDIVAR MY COMMISSION & CO 456376 DDYNES: January 25, 1949 Banked Thru Helsey Public Undersolven
Company	

H Cald	ina.
NOTARY PUBLIC, Print Name	State of
Commission No.	
My Commission	Expires:

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILIA FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON NECH PROCESS NAME OF SERVED

In purpulance of Chapter 48.091, Florida Statutos, the following is submitted, in compliance with maid act:

That TAVDASH ENTERTAXNMENT, INC., desiring to organize unless the laws of the State of Florida with its principal office, located at 6361 Sunset Drive, South Miami, Florida, as indicated in the articles of incorporation at the City of South Miami, County of Dade, State of Florida has named ALEJANDRO NUMEZ, ESQ., located at 6361 Sunset Drive, South Miami, County of Dade, State of Corida, as its agent to accept service of process within this state.

#### ACRNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open/said office.

ALEJANDRO RUNEZ Registered Agent

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