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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

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STATE OF FLORIDA

MIAMI, FL 33136

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MIAMI, FL 33136

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PHONE: (305) 541-3694

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: C N C CORPORATION

FAX AUDIT NUMBER: H96000005719

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/23/1996

TIME REQUESTED: 14:51:13

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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APR 23 1996
FBI - MIAMI

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APR 23 1996
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**ARTICLES OF INCORPORATION
OF
C N C Corporation**

FILED
MAR 23 1996
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I

Name

The name of this corporation is: C N C Corporation

ARTICLE II

Purpose

The purpose of this business is to provide services as a production company and public relations agency.

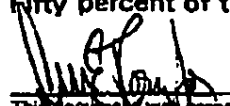
This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III

Capital and Stock

The amount of capital this business will begin with shall not be less than \$1000.00. This corporation is authorized to issue 1000 shares of common stock of \$1.00 par value each. Fifty percent of the shares will be held by Ivan Valdes and Fifty percent of the shares will be held by Carlos Ojeda.

6165000005719


This document was prepared by:
MANUEL BONILLA, ESQ.
288 ARAGON AVENUE, STE D
CORAL GABLES, FL 33134
305-442-1522
FBN. 0751898

He, 60000719

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In the event a shareholder received a bona fide offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (herein-after referred to as the Offering Shareholder) shall give written notice of such offer to all other shareholders by registered mail at the addresses listed in the corporation's books. The notice must be set forth the name of the proposed transferee, the number of shares to be transferred, the price per share and all other terms and conditions of the proposed transfer.

On receipt of the notice with respect to such offer, each of the remaining shareholders shall be entitled during a period of fifteen (15) days from the date of the reception of said notice to purchase that portion of the offered shares that the number

of shares held by him bears, to the number of shares held by all shareholders electing to purchase (and actually purchasing) the offered shares on the same terms and conditions as set out in offer.

Each shareholder electing to purchase shall promptly give notice to the Secretary of the Company of the maximum number of offered shares that he is willing to purchase. If the other shareholders desire to purchase all of the shares that are subject to the offer, the Secretary shall give written notification of this effect to the offering shareholder, and said sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not intend to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares which the other shareholders do not intend to acquire to the prospective purchasers free and clear of any restrictions against transfer that might otherwise have been created by this Article.

Similar rights of purchase or options to purchase will accrue to the rest of the shareholders in the case anyone of such shareholders becomes disabled, bankrupt, files for voluntary bankruptcy or someone files to have him declared, makes an assignment in favor of creditor, or dies. The purchase price per share of stock in this case will be determined by evaluation to be made about the middle of the fiscal year of the corporation by an outside, independent appraiser or certified public accountant, who will determine, as exactly as possible, the value of such share, using generally approved accounting methods. The same option shall exist in case the shares of any shareholders pass to a third party as a result.

Any attempted sale or transfer of stock in violation of the provisions of these articles is null and void. All certificates of share of this corporation shall carry a rubber stamp reading: "These shares are subject to the provisions of Article V of Articles of Incorporation in regard to limitations on transfer of stock".

ARTICLE VI

Initial Registered Office and Agent

The Principal Office of this corporation is:

17988 SW 14th Street, Pembroke Pines, FL 33129

and the Registered Agent: Ivan Valdes

located at the Initial registered office of the corporation at:

17988 SW 14th Street, Pembroke Pines, FL 33129

ARTICLE VII

Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The initial directors of this corporation are:

Name	Street Address
Ivan Valdes	17988 SW 14th Street, Pembroke Pines, FL 33129
Carlos Ojeda	17988 SW 14th Street, Pembroke Pines, FL 33129

ARTICLE VIII

Incorporators

5165000009647
The name of the person signing these articles is:

Name	Street Address
Ivan Valdes	17988 SW 14th Street, Pembroke Pines, FL 33129

ARTICLE IX

Officers

This corporation shall have two Presidents.

The initial officers of the corporation are:

President (East Coast)-	Carlos Ojeda
President (West Coast)-	Ivan Valdes

ARTICLE X

By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, acting either together or independently of each other.

ARTICLE XI

Procedure in Case of Deadlock

5165000009647
In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek the dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three attorneys, designated by the Florida Bar in the field of Corporations; two of

such attorneys shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two attorneys selected by the parties in stalemate. If any party refuses to appoint an attorney within two weeks of the date of the meeting resulting in the deadlock, then, any party may petition the Dade County Bar Association to nominate, in the stead of the non-nominating party, an attorney designated in the field of Corporations, and the attorney or attorneys so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the Board of Directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII

Date of Commencement

The effective date of this corporation is the date of filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this 20th day of April, 1996.

x

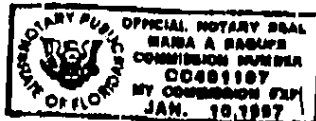
Ivan Valdes

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared, Ivan Valdes,
known to me to be the person who executed the foregoing Articles of Incorporation
and acknowledged before me that he executed the same, this 22nd day of
April, 1996.

Maria A. Ragups
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



REGISTERED AGENT

Having been named to accept service of process for C N C Corporation, at the
place designated above, I, Ivan Valdes, 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.

IN WITNESS WHEREOF, the undersigned has accepted the duty of registered
agent for the above stated corporation this 22nd day of April, 1996.

x Ivan Valdes
Ivan Valdes
x Karla Montalban
WITNESS

P96000035531

MM 13-1996
05/01/96

P.01/02

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST

SUITE 200

MIAMI FL 33136-

33401-

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT

((H96000006177)))

NAME: C N C CORPORATION

FAX AUDIT NUMBER: H96000006177

DATE REQUESTED: 05/01/1996

CERTIFIED COPIES: 0

NUMBER OF PAGES: 2

ESTIMATED CHARGE: \$35.00

CURRENT STATUS: REQUESTED

TIME REQUESTED: 14:38:40

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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DIVISION OF CORPORATIONS

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6/19/96-9327



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

May 2, 1996

C N C CORPORATION
17988 S.W. 14TH STREET
PEMBROKE PINES, FL 33129

SUBJECT: C N C CORPORATION
Ref. Number: P96000035531

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt
Corporate Specialist

Letter Number: 496A00021172



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

Mari

May 13, 1996

C N C CORPORATION
17600 S.W. 14TH STREET
PENSACOLA PINES, FL 33129

SUBJECT: C N C CORPORATION
REF: P96000035531

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The date of adoption of each amendment must be included in the 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) 487-6902.

Linda Stitt
Corporate Specialist

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Letter Number: 296A00023695

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C N C Corporation

Document No. P96000035531

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT TO "ARTICLE I: NAME"

The name of this Corporation shall be: C N C PRODUCTION, CORP.

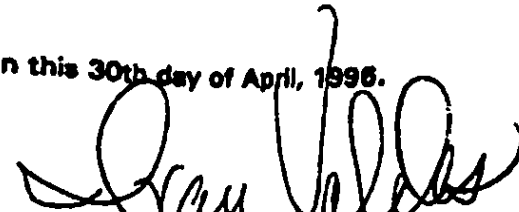
SIGNATURES

This Amendment was adopted and agreed upon by the shareholders. The number of votes cast for the amendment was sufficient for approval.

The undersigned has executed this Amendment on this 30th day of April, 1996.

This Amendment has been adopted on this 30th day of April, 1996.

Prepared by: Maribel Borilla, Esq.
288 Aragon Ave #D
CORAL GABLES, FL 33134
305-442-1522
FON. 0751898


IVAN VALDES, PRESIDENT

H96000006177