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INCORPORATORS PLUS

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
SERVICES

FROM: HELLER & BARNETT CORPORATION

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

1211 N UNIVERSITY DR

PLANTATION FL 33322-

CONTACT: BRIAN K BARNETT

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((H96000007427))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: IVAN TORS PICTURES, INC.

FAX AUDIT NUMBER: H96000007427

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 28 AM 10:13

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ARTICLES OF INCORPORATION
OF
Ivan Tors Pictures, Inc.
a Florida corporation

The undersigned, acting as incorporator of Ivan Tors Pictures, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Ivan Tors Pictures, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

12100 Ivan Tors Blvd.
North Miami, Florida 33161

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective May 28th, 1996.

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(305) 475-8484

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TALLAHASSEE, FLORIDA

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Heller & Barnett Corporate Services.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than Three (3) director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than Three (3). The name(s) of the initial director(s):

Name

Peter Tors
David Tors
Michael Kerry Cardinale

Ivan Tors Pictures, Inc.
12100 Ivan Tors Blvd.
North Miami, Florida, 33161

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(305) 475-8484

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. 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.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of May, 1996

Heller & Barnett Corporate Services:

By: 

Brian K. Barnett

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(305) 475-8484

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Ivan Tors Pictures, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Heller & Barnett Corporate Services, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Heller & Barnett Corporate Services
1214 N. University Drive Plantation, Florida 33322

Heller & Barnett Corporate Services
Date: May 28th, 1996

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322
(305) 475-8484

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TALLAHASSEE, FLORIDA
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IVAN TORS PICTURES

P.O. Box 9707
Coral Springs, FL 33075
305-210-0424

7/25/96

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

A Special Meeting of the shareholders was held on July 12, 1996.

Present were Michael Kerry Cardinale and David Tors.

A motion was made by Michael Kerry Cardinale to remove Peter Tors as President and from the Ivan Tors Pictures Corporation itself.

The motion was second by David Tors; thereby insuring a majority vote from the Board of Directors.

David Tors made the motion that David Tors shall be President / Treasurer. Michael Kerry Cardinale shall be Vice-President / Secretary.

Michael Kerry Cardinale made the motion that the stock be transferred as follows:

David Tors 50 shares issued.
Michael Kerry Cardinale 50 shares issued.

I certify that the information in these Minutes are true and correct.


Secretary

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

IVAN TORS PICTURES, INC

(present name)

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII Shall be AMENDED TO read:

~~THE NAME OF THE INITIAL DIRECTORS~~

THE corp shall be managed by a Board of Directors consisting of no less than two (2) directors.

THE NAMES of the ~~initial~~ Directors:

PRESIDENT / TREASURER ① DAVID TORS
VICE-PRES. / SECRETARY ② MICHAEL KERRY CARDINALE

NEW
ADDRESS →

P.O. BOX 9707
CUTLAI SPRINGS, FLORIDA
33075

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

~~ARTICLE VIII~~

DAVID TORS 50
MICHAEL K. CARDINALE 50

THIRD: The date of each amendment's adoption: 10/22/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of OCTOBER, 19 96

Signature

Michael K. Cardinale
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MICHAEL K. CARDINALE
Typed or printed name

VICE-PRESIDENT / SECRETARY / DIRECTOR
Title

