

P96000053008

SheMar Productions, Inc.
P.O. Box 560666
Miami, Florida 33256-0666
(305) 576-4030

May 31, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RECEIVED
JUN 1 1996
TALLAHASSEE, FLORIDA

Re: SheMar Productions, Inc.

To whom it may concern:

Enclosed please find the Original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

Margaret A. Zeskind

Margaret A. Zeskind
For the firm

Mailing Address of Corporation:

SheMar Productions, Inc.
P.O. Box 560666
Miami, Florida 33256-0666
(305) 576-4030

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 JUN 20 AM 10:22

JUN 20 1996

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FILED
96 JUN 20 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 11, 1996

MARGARET A. ZESKIND
P.O. BOX 560606
MIAMI, FL 33256-0666

SUBJECT: SHEMAR PRODUCTIONS, INC.
Ref. Number: W96000012402

We have received your document for SHEMAR PRODUCTIONS, 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):

A post office box is not an acceptable address for the registered agent.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 896A00029061

SheMar Productions, Inc.

**ARTICLES OF INCORPORATION
OF
SHEMAR PRODUCTIONS, INC.**

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96 JUN 20 AM 10:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this corporation is SHEMAR PRODUCTIONS, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including but not limited to, writing and publishing of texts; invention and development educational products; and all other activities consistent with the economic development of SheMar Productions, Inc.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at a par value of \$1.00 (one dollar). This corporation may not begin business with any less than the issuance of 75 shares.

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SheMar Productions, Inc.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address, mailing address, principal office's address and the initial registered office of this Corporation as well as that of the Initial Registered Agent is as follows: Margaret A. Zeskind,

9703 So. Dixie Highway Suite 2F
Miami, Fl. 33156

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation is:

Margaret A. Zeskind

P.O. Box 560666
Miami, Florida 33256-0666

Sheila E. Silverberg

P.O. Box 560666
Miami, Florida 33256-0666

ARTICLE VII - INITIAL OFFICER(S)

The names and post office address of the officers of the Corporation who, subject to the provisions of these Articles of Incorporation and of this Corporation's By-Laws, shall hold office for the first year of this Corporation's existence or until the (their) successor is elected and shall have qualified, is as follows:

President

Sheila E. Silverberg
P.O. Box 560666
Miami Florida 33256-0666

Vice President

Margaret A. Zeskind
P.O. Box 560666
Miami Florida 33256-0666

Secretary/Treasurer

Margaret A. Zeskind
P.O. Box 560666
Miami Florida 33256-0666

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SheMar Productions, Inc.

ARTICLE VIII - OTHER PROVISIONS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the By-Laws at pleasure, and
- b. To fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation.
- c. No contract or other transaction between the Corporation and any other Corporation shall be affected by the fact that any officer, director or stockholder of this Corporation is interested in, or is an officer, director or stockholder, individually or jointly, may be a party to, or may be interested in any contract or transaction of this Corporation or which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm or corporation shall be affected by the fact that any officer, director, stockholder of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become an officer, director or stockholder of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or herself or any firm, association or corporation in which, in any way, he/she may be interested.
- d. Any director may be removed at any annual or special meeting of the shareholders by the same vote as that which is required to elect a director.

ARTICLE IX - INCORPORATORS

The name of the persons signing these Articles is: Margaret A. Zeskind, whose post office address is P.O. Box 560666, Miami, Florida 33256-0666 and Sheila E. Silverberg, whose post office address is P.O. Box 560666, Miami, Florida 33256-0666.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any present or former officer, director, employee, consultant or agent to the full extent permitted by law.

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SheMar Productions, Inc.

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF REGISTERED AGENT OF
SHEMAR PRODUCTIONS, INC.**

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9703 South Dixie Highway, Suite 2F, Miami, Florida 33156 has named Margaret A. Zeskind, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Margaret A. Zeskind
Margaret A. Zeskind, Registered Agent