

7/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:04 AM

((H98000009692))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

149 W. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

200 E. GAINES STREET

MIAMI FL 33136

TALLAHASSEE FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-1100

HOME: (305) 541-3644

FAX: (305) 541-3770

((H98000009692))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLAMINGO PRODUCTIONS CORP.

FAX AUDIT NUMBER: H90000009692

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/12/1996

TIME REQUESTED: 10:04:36

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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.

((H98000009692))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:06:1

FILED
96 JUL 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 12, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FLAMINGO PRODUCTIONS CORP.
REF: W96000014641

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000009692
Letter Number: 496A00034011

JUL-12-1996 16:39

EMPIRE CORPORATE KIT

P.05/07

**ARTICLES OF INCORPORATION
OF
FLAMINGO PRODUCTIONS CORP.**

FILED
96 JUL 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Flamingo Productions Corp.

ARTICLE II - DURATION

This corporation shall have perpetual existence; unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
6. To make contracts and guarantees and incur liabilities, borrow money at such rates or interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property, franchises, and income.
8. To conduct its business, carry on its operations, and have offices and exercise the powers

MARIO A. CAMPS
1900 MERIDIAN AVF. #506
MIAMI BEACH, FL 33139
(305) 534-2214

granted by this act within or without this state.

9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation partnership, joint venture, trust, or other enterprise.
16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant, broker, and dealer on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.
19. To import and export any product considered legal under the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of one dollar (\$ 1.00) per value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of 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 pro rata 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 REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 8567 Coral Way, #204, Miami, FL 33155 and the name of the initial registered agent corporation at that address is Mario Campa.

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 name and address of the initial director of this corporation is:

Claudia Gonzales
Mario Campa
Biliana Gonzales
8567 Coral Way, #204
Miami, FL 33155

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Claudia Gonzales
8567 Coral Way, #204
Miami, FL 33155

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of July, 1996.

C. Gonzalez

CLAUDIA GONZALEZ, Incorporator

STATE OF FLORIDA)

in

COUNTY OF DADE)

The foregoing instrument was acknowledge before me this 1st day of July, 1996 by Ana Perera who is personally known by me and who did take an oath.

Ana M. Perera
Notary Public, State of Florida



ANA M PERERA
My Commission Expires Oct. 14, 1997
Notary Public
609-422-1858



ANA M PERERA
My Commission Expires Oct. 14, 1997
Notary Public
609-422-1858

5960000967

5960000967

JUL-12-1996 16:38

EMPIRE CORPORATE KIT

P.01/07

I, the undersigned, having been named as Initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

C. Gonzales
CLAUDIA GONZALEZ, REGISTERED AGENT

FILED

96 JUL 15 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6695 0000095H

6695 0000095H