

8/01/96

FLORIDA DIVISION OF CORPORATIONS

10:45 AM

PUBLIC ACCESS SYSTEM

((H9000010661)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

492 W. FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST NASSAU STREET

MIAMI FL 33135-

TALLAHASSEE FL 32300

CONTACT: KAY STOPMONT

FAX: (904) 022-0000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H90000010661)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SALSAFE INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000010661

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/01/1996

TIME REQUESTED: 10:45:36

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.

((H96000010661)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:06:4

FILED  
96 AUG -1 PM 2 49  
TALLAHASSEE



RECEIVED

96 AUG -1 AM 11:32

RECEIVED

H96000010661

Articles of Incorporation  
of

SalsaFest International, Inc.

The undersigned, acting as incorporator of the corporation under the laws of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is SalsaFest International, Inc.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of 10 (cents) per share.

These shares shall carry preemptive rights.

---

This document prepared by:

Garland Hogan, Esq.  
Fl. Bar No.: 356314  
HOGAN & SHAW  
2200 Lazy Lane  
Lazy Lake, Fl 33305  
Tel: (954) 565-8044

H96000010661

H96000010661

**ARTICLE FOUR**

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

**ARTICLE FIVE**

The corporation is to have perpetual existence.

**ARTICLE SIX**

The initial street address of the principal office of the corporation will be 12000 Biscayne Boulevard, Suite #705, Miami, Florida 33181.

**ARTICLE SEVEN**

The number of directors of the corporation will not be less than one.

**ARTICLE EIGHT**

The name and street address of each member of the first Board of Directors is:

Lewis Leight  
12000 Biscayne Boulevard  
Suite #705  
Miami, Florida 33181

**ARTICLE NINE**

The name and street address of each subscriber to the Articles of Incorporation is:

Lewis Leight  
12000 Biscayne Boulevard  
Suite #705  
Miami, Florida 33181

H96000010661

H96000010661

#### ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

H96000010661

H96000010661

**ARTICLE ELEVEN**

The registered agent for the corporation shall be

**Lewis Knight  
12000 Biscayne Boulevard  
Suite #708  
Miami, Florida 33181**

I, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set my hand this 31st day of July, 1996.

  
LEWIS KNIGHT

Date: July 31, 1996

- 2 -

H96000010661

H96000010661

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.328, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

**SalasVent International, Inc.**

2. The name and address of the registered agent and office is:

**Louis Leight  
12000 Biscayne Boulevard  
Suite 8708  
Miami, Florida 33181**

Signature 

**Louis Leight**  
Title Registered Agent  
Date July 18, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.328 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

DATE: July 31, 1996

FILED

96 AUG -1 PM 2:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-8-

H96000010661