

NOV 21 1996 13:10 11:42 AM EMPIRE CORPORATE KIT 7/10  
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 149 W. FLORIDA ST  
STATE OF FLORIDA SUITE 200  
409 EAST GARNER STREET MIAMI FL 33136-0000  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 622-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H90000011677)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: QUASAR EDITORS, INC.

FAX AUDIT NUMBER: H90000011677

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8/21

DIVISION OF CORPORATIONS

96 AUG 21 PM 1:44

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AUG-21-1996 13:10

EMPIRE CORPORATE KIT

P.08/18

PREPARED BY:  
ELYANE BUCHTENGER  
B & L BUSINESS LEGAL, INC.  
101 N.E. 123RD AVE SUITE 207  
MIAMI FL 33128 (305) 272-4311  
FAX: (305) 272-7207

## **ARTICLES OF INCORPORATION**

### **ARTICLE I - NAME**

THE NAME OF THIS CORPORATION IS:  
**QUASAR EDITORS, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:  
**2933 S.W. 1ST AVENUE SUITE 2  
MIAMI FL 33129**

### **ARTICLE II - PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

### **ARTICLE III - CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

### **ARTICLE IV - PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OR FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

### **ARTICLE V - INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:  
**2933 S.W. 1ST AVENUE SUITE 2  
MIAMI FL 33129**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**GILNEI MORAES**

FILED  
95 AUG 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000011677

H96000011677

PREPARED BY:  
OLYMPIA ENTERPRISES  
S.A. & BUSINESS LEGAL INC.  
341 N.E. 10TH AVE SUITE 207  
MIAMI FL 33132 (305) 576-6011  
FAX: (305) 576-7507

## ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

PRESIDENT - GILNEI MORAES

## ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

GILNEI MORAES  
2933 S.W. 1ST AVENUE SUITE 2  
MIAMI FL 33129

## ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

## ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

## ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED EN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19TH DAY OF AUGUST 1996.

  
Incorporator

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AUG-21-1996 13:19

EMPIRE CORPORATE KIT

P.10/10

PREPARED BY:  
CLYDE DECEMBER  
D & C BUSINESS LEGAL, INC.  
141 N.E. 2ND AVE SUITE 207  
MIAMI, FL 33132 (305) 575-4611  
FAX: (305) 575-7007

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT QUASAR EDITORS, INC., DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE  
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

GILNEI MORAES  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

QUASAR EDITORS, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF  
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 19 DAY OF AUGUST, 1996.

  
Registered Agent

FILED  
96 AUG 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUG-21-1996 13:19

EMPIRE CORPORATE KIT

P.11/10

PREPARED BY:  
ELYANNE ROSENTHAL  
200 S. BOWLING GREEN, SUITE 200  
MIAMI, FL 33130 (305) 576-6111  
FAX: (305) 575-7807

STATE OF FLORIDA)

COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE  
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

GILNEI MORAES

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

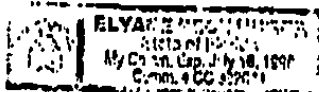
IN WITNESS WHEREOF, I HAVE HEREBUNDER SET MY HAND AND AFFIXED MY OFFICIAL  
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 19TH DAY OF AUGUST, 1996.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



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H96000011677

PREPARED BY:  
ELYANE BECHTINGER  
B & L BUSINESS LEGAL, INC.  
411 P.L. AND AVE SUITE 207  
MIAMI, FL 33130 (305) 574-4411  
FAX: (305) 575-7897

## SPECIFIC POWER OF ATTORNEY

BE IT KNOWNED, THAT I, GILNEI MORAES, OF MIAMI, FL, THE UNDERSIGNED, TO HEREBY GRANT A LIMITED AND SPECIFIC POWER OF ATTORNEY TO B & L BUSINESS LEGAL, INC. OF MIAMI, FL -- AS MY ATTORNEY-IN-FACT. SAID ATTORNEY-IN-FACT SHALL HAVE FULL POWER AND AUTHORITY TO UNDERTAKE AND PERFORM ONLY THE FOLLOWING ACTS ON MY BEHALF: MANAGE THE PROCEDURES IN ORDER TO OBTAIN FEIN #, ANY KIND OF BUSINESS LICENSES, INQUIRE ABOUT LIABILITIES WITH THE U. S., FLORIDA DEPARTMENTS, CUSTOMS, AND ANY OTHER GOVERNMENTAL OFFICE. THE AUTHORITY HEREIN SHALL INCLUDE SUCH INCIDENTAL ACTS AS ARE REASONABLY REQUIRED TO CARRY OUT AND PERFORM THE SPECIFIC AUTHORITIES GRANTED HEREIN.

MY ATTORNEY-IN-FACT AGREES TO ACCEPT THIS APPOINTMENT SUBJECT TO ACT AND PERFORM IN SAID FIDUCIARY CAPACITY CONSISTENT WITH MY BEST INTEREST AS MY ATTORNEY-IN-FACT IN THIS DISCRETION DEEMS ADVISABLE.

THIS POWER OF ATTORNEY IS EFFECTIVE UPON EXECUTION. THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME, AND SHALL AUTOMATICALLY BE REVOKED UPON MY DEATH, PROVIDED ANY PERSON RELYING ON THIS POWER OF ATTORNEY SHALL HAVE FULL RIGHTS TO ACCEPT AND RELY UPON THE AUTHORITY OF MY ATTORNEY-IN-FACT UNTIL IN RECEIPT OF ACTUAL NOTICE OF REVOCATION.

SIGNED UNDER SEAL THIS 19TH DAY OF AUGUST, 1996.

*[Signature]*  
Signature  
GILNEI MORAES  
S.S.# 528-93-0743

STATE OF FLORIDA  
COUNTY OF DADE

On 8/19/1996 before me, ELYANE BECHTINGER personally appeared,

GILNEI MORAES

Personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is / are subscribed to the within instrument and acknowledged to me that he / she / they executed, the same in his/her/their authorized capacity (ies), and that by his / her / their signature(s) on the instrument the person(s), or The entity upon behalf of which the person(s) acted, executed the instrument.

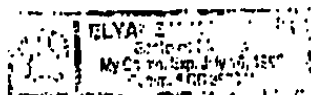
WITNESS MY HAND AND OFFICIAL SEAL.

Signature \_\_\_\_\_

Notary Public

Affiant ☐ Known ☒ Produced ID ☐  
Type of ID \_\_\_\_\_

(Seal)



FILED  
96 AUG 21 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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