

P96000070090

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P O BOX 6327  
TALLAHASSEE, FL 32314

SUBJECT: (TALAVERA STUDIOS INC.)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND OUR CHECK FOR \$ 122.50.

FROM:

LUKE M ALQUIZOLA  
LUKE M ALQUIZOLA

17410 HIALEAH DR  
ADDRESS

ODessa FL 33556  
CITY, STATE, & ZIP

(813) 920-1626  
TELEPHONE NUMBER

900001927749  
-08/21/96--01006--010  
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FILED  
96 AUG 20 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL AUG 22 1996

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**ARTICLES OF INCORPORATION  
OF  
TALAVERA STUDIOS INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

THE NAME OF THIS CORPORATION IS TALAVERA STUDIOS INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE III. CAPITAL STOCK**

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 10,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$.10 PER SHARE.

**ARTICLE IV. TERM OF EXISTENCE**

THIS CORPORATION SHALL EXIST PERPETUALLY.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

THE INTITIAL OFFICE OF THIS CORPORATION SHALL BE:

17410 HIALEAH DR  
ODESSA, FL 33556

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

LUKE J. ALQUIZOLA  
17410 HIALEAH DR.  
ODESSA, FL 33556

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

#### **ARTICLE VI. BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 3 DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

#### **ARTICLE VII. INITIAL DIRECTORS**

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

LUKE J ALQUIZOLA  
17410 HIALEAH DR.  
ODESSA, FL 33556

JOSEPH RACOMA  
4926 ROCKLEDGE CIRCLE  
TAMPA, FL 33624

HELEN T RACOMA  
4926 ROCKLEDGE CIRCLE  
TAMPA, FL 33624

THE PERSONS NAMED AS INITIAL DIRECTORS SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL THEIR SUCCESSOR(S) ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, WHICHEVER COMES FIRST.

#### **ARTICLE VIII. INCORPORATOR**

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

LUKE J ALQUIZOLA  
17410 HIALEAH DR.  
ODESSA, FL 33556

#### **ARTICLE IX. AMENDMENT**

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS' MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

**ARTICLE X. BEGINNING CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00

**ARTICLE XII. OFFICERS**

THE OFFICERS OF THIS CORPORATION AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	LUKE J ALQUIZOLA
VICE PRESIDENT	JOSEPH RACOMA
SECRETARY\TREAS	HELEN T RACOMA

**ARTICLE XIII. IDEMNIFICATION**

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE INDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVICE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR OF ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

**ARTICLE XIV. COMPENSATION**

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYEES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

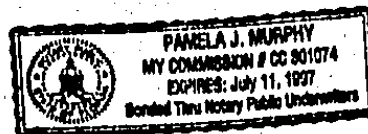
IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR, HAS  
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION  
ON August 15, 1996

Luke Alariza  
INCORPORATOR

STATE OF FLORIDA :  
COUNTY OF :

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED  
LUKE ALARIZA, TO ME KNOWN TO BE THE PERSON  
DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED THE FOREGOING  
ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT  
(HE) (SHE) SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON  
August 15 1996.

Pamela J. Murphy  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION EXPIRES 7-11-97



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DEPT. OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE

I, LUKE J. ALQUIZOLA, HEREBY ACCEPT THE DESIGNATION OF  
RESIDENT AGENT FOR SERVICE OF PROCESS UPON TALAVERA STUDIOS  
INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS REGISTERED OFFICE AT 17410 HIALEAH DR.,  
ODESSA FL 33556, AND AGREE TO ACT AS REGISTERED AGENT FOR  
SAID CORPORATION AND TO COMPLY WITH THE PROVISIONS OF FLORIDA  
LAW PERTAINING TO KEEPING OPEN SAID OFFICE AND UPON WHOM  
PROCESS MAY BE SERVED.

  
LUKE J. ALQUIZOLA

SWORN BEFORE ME THIS 15 DAY OF August 1996.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 7/11/97

