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LAW OFFICES OF  
GUTTMAN & DEL VALLE  
PROFESSIONAL ASSOCIATION  
THE COLONNADE • SUITE 650  
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CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 443-9740  
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FILED

96 SEP 30 AM 11:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RICHARD GUTTMAN  
IGNACIO G. DEL VALLE

JORGE I.G. DEL VALLE

OF COUNSEL  
RAQUEL M. MATAS  
(305) 444-1985

EFFECTIVE DATE  
9/27/96

September 27, 1996

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

300001961453  
-10/01/96--01143--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: B2 STUDIO, INC., a Florida corporation

Dear Sir or Madame:

Please find enclosed the following:

1. Two signed original Articles of Incorporation.
2. Check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,

GUTTMAN & DEL VALLE, P.A.

Jorge I.G. del Valle

Enclosures

jdv\rosado.ivt\Secretary.Ltr

PK  
10/2/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

B2 STUDIO, INC.

EFFECTIVE DATE

97-96

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is B2 STUDIO, INC., and its principal mailing address is 7832 Collins Avenue, #506, Miami Beach, Florida 33141

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

## **ARTICLE V**

### **PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

## **ARTICLE VI**

### **REGISTERED OFFICE AND AGENT**

The initial registered address of the Corporation is 7832 Collins Avenue, #506, Miami Beach, Florida 33141. The initial Registered Agent at that address is Belkys Nerey.

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator is: Ivette Rosado, 7832 Collins Avenue, #506, Miami Beach, Florida 33141.

## **ARTICLE VIII**

### **INDEMNIFICATION**

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim,

action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 27<sup>th</sup> day of September, 1996.

By Ivette Rosado  
IVETTE ROSADO

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 1996 by IVETTE ROSADO who is personally known to me or who has produced his Florida driver's license as identification and who did not take an oath.

Notary Public, State of Florida  
Print Name: \_\_\_\_\_

My Commission Expires:

OFFICIAL NOTARY SEAL  
JORGE I G DEL VALLE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC540064  
MY COMMISSION EXP. MAR. 11, 2000

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment to serve as Registered Agent for B2 STUDIO, INC., INC.

BELKYS NEREY

By: BELKYS NEREY

Rosado.ivt\Articles.inc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA