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DIVISION OF CORPS.
409 E. Gaines Street
Tallahassee, Fla. 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation

700001964987
-10/04/96--01037--002
*****78.75 *****78.75

To whom it may concern:

Enclosed you will find my incorporation papers and a money order in the amount of \$78.75 in order to file for incorporation.

The money order includes \$70.00 for filing fees and \$8.75 for the certificate of status.

Please process request and advise. If you need to reach me you may do so at (305) 551-9643 hm. / (305) 261-5931 wk., or you may reach me at the below mentioned address.

Thank you very much for your attention.

Best regards.



MIRIAM PLANAS
4845 S.W. 136th Place
Miami, Florida 33175

W96-21406

524
603
615

P.S. The name of the corporation I am filing for is R.H.E.M.F., INC.

TH
10-24-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

MIRIAM PLANAS
4845 S.W. 136TH PLACE
MIAMI, FL 33175

SUBJECT: R.H.E.M.F., INCORPORATED
Ref. Number: W96000021406

We have received your document for R.H.E.M.F., INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In article III you have 100 shares listed. In article IV it states there shall not be more than 40 shares of stock in this corporation. Please correct your document so the number of shares is consistent.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 896A00046119

October 16, 1996

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Kathy Hyman
(Document Specialist)
Ref: J.H.E.M.F., Inc.
Ref. Number: W96000021406

Dear Kathy:

Thank you very much for your help when I called on the phone today, you were very kind, professional and patient.

Enclosed you will find my corrected Articles of Incorporation. You will note that the vice-president and secretary position has been changed. The new vice-president and secretary shall now be Lourdes Y. Sanchez as stated in the enclosed documents.

The registered agent has been named and the stock shares have been corrected.

We hope everything is now in order.

Once again, we thank you for your patience.

Regards.



MIRIAM PLANAS

ARTICLES OF INCORPORATION
OF
R.H.E.M.F. , INCORPORATED, A FLORIDA CORPORATION

The undersigned incorporators, all being natural persons competent to contract, hereby sign and deliver these Articles of Incorporation in order to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is R.H.E.M.F., INC. and its principal address for the conduct of business is: 4845 S.W. 136TH Place , Miami, Florida 33175 The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE II

The general nature of the corporation is to produce plays, films, and other forms of productions for entertainment, education, or any other purpose. The corporation may hire, contract, and otherwise employ other persons or corporations to further these purposes.

The corporation may also engage in fund raising for not for profit corporations, religious societies, or any other good and lawful purpose, and in doing so, may recover only its own costs and expenses.

To the extent that a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or attaining any of the objectives enumerated in the Articles of Incorporation, or any amendment thereof, either as principal or agent, and either alone or in connection with other firms, corporations, and individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to any of the purposes or the attainment of any one or more of the objectives herein enumerated, or designated directly or indirectly to promote the interest of this corporation or to enhance the value of its property, and in general, to engage in and carry on any lawful business in any manner whatsoever not prohibited by law, whether or not the same be incident to or necessary for the accomplishment of the objectives of this corporation, or whether or not such business is similar in nature to the objectives set forth in these Articles of Incorporation, or any and all powers, rights, and any privileges which a corporation may now or hereafter be organized, or empowered to do or exercise under Chapter 607, or any other Chapter of the Florida Statutes, or any acts amendatory thereto, supplemental thereto, or substituted therefor.

The foregoing paragraphs shall be construed as enumerating the purposes, objectives, and powers of this corporation, and no recitation, expression, or declaration of specific powers or

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purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other powers not inconsistent herewith be hereby included.

ARTICLE III

The minimum capital with which this corporation shall be begin business is \$1,000.00. The maximum number of shares of stock of this corporation authorized to be outstanding at any one time is 100 shares of common stock. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

There shall not be more than (100) shares of stock in this corporation. Only individuals or their estates may become shareholders.

If the holder of any share or shares of stock of this corporation desires to dispose of the same or any part thereof, he or she shall not transfer or otherwise dispose of said shares to any other person unless and until he has first given the corporation the right to purchase such said stock at book value. Notice of this shall be given in writing by the person desiring to dispose of such stock to the corporation, and the corporation shall have fourteen (14) days in which to exercise its right to purchase. If the corporation fails to do this, such holder of any share or shares of the capital stock desiring to dispose of the same shall not transfer or otherwise dispose of the same to any person unless and until he or she has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder desiring to dispose of all or any portion of his or her stock shall give written notice of this desire to each of the other shareholders at their addresses shown on the books of the corporation, stating the number of shares being sold. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value within fourteen (14) days after the service of such notice on the last stockholder to be served. In the event that any one or more of the stockholders does not desire to purchase these shares offered for sale, the other stockholders may buy the shares offered. The other stockholders who have an intent to purchase these shares, shall give written notice of exercising this option. Only then shall any shares be sold.

If neither the corporation nor the stockholders request to purchase this stock, the seller of the shares shall have ninety (90) days to sell the stock to whomever he or she chooses and at price agreed upon. If this stock is not sold at the end of the ninety (90) day period, then, the seller is required to give notice as stated above to the corporation and stockholders before any further sale may be made.

Shares may be pledged as security for a debt, or transferred with written consent of all stockholders at a duly held meeting.

ARTICLE V

The term for which this corporation shall exist shall be perpetual, and the business of the corporation shall be conducted by the officers of this corporation and a Board of Directors composed of two (2) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, and any other officer as to the Board of Directors may seem necessary and expedient. Any two or more offices except President and Secretary may be held by the same person.

ARTICLE VI

The names and post office addresses of the original subscribers to these Articles of Incorporation, the Officers, and the members of the first Board of Directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the Laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors have been qualified or are elected, are as follows:

Miriam M. Planas	4845 S.W. 136th Place Miami, Florida 33175	President/Treasurer
Lourdes Y. Sanchez	4845 S.W. 136th Place Miami, Florida 33175	Vice President/ Secretary

ARTICLE VII

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

No contract, act or transaction of this corporation with any person, firm, or any other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any Director of this corporation is a party to or interested in such contract, act, or transaction or is in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that may otherwise exist from thus contracting with this corporation for the benefit of herself, himself or any other firm, association,

or corporation in which he may be anywise interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or also a director of such subsidiary or controlled company.

ARTICLE VIII

These Articles of Incorporation of this corporation may be amended, changed, altered, or repealed in the manner now or in the future prescribed by the Statutes of the State of Florida, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE IX

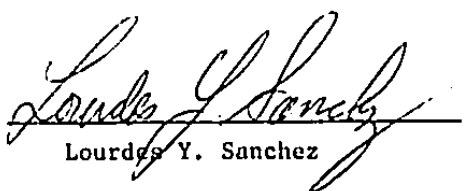
The registered agent of this corporation shall be the same as the President, known as Miriam M. Planas. The address for the registered agent is 4845 S.W. 136th place, Miami, Florida 33175.

I hereby am familiar with and accept the duties and responsibilities as registered agent for the corporation known as R.H.E.M.F., Inc.


Miriam Planas

WITNESS our hands this 17th day of October, 1996.


Miriam M. Planas


Lourdes Y. Sanchez

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