

P96000097963
TRANSMITTAL LETTER

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

600002011146--8
-11/21/96--01049--015
****122.50 ****122.50

SUBJECT: QOQOe DIGITAL CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 2:16

FROM: M. Roger Chang
Name (Printed or typed)
3043 Lakewood Drive
Address
Fort Lauderdale, Florida 33332
City, State & Zip
(954) 389-9782
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

W96-2/953
5/12/4



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 26, 1996

M. ROGER CHANG
3043 LAKEWOOD DRIVE
FT. LAUDERDALE, FL 33332

SUBJECT: QOQOE DIGITAL CORPORATION
Ref. Number: W96000024953

We have received your document for QOQOE DIGITAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 096A00053558

ARTICLES OF INCORPORATION

OF

QOQOe DIGITAL CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 NOV 21 PM 2:16

WE, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is: QOQOe DIGITAL CORPORATION
3043 Lakewood Dr. Fort Lauderdale, FL 33332

Phone: (954)389-9782

ARTICLE II

Purposes

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Conduct the business of: Creation of Characters, stories, and art for entertainment purposes.

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed,

including stores, shops, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporates to manufacture and sell products under any trademark, letters, patent or copyrights, and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissionmen, factors, franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind or nature, and to sell, purchase and deal with merchandise of every kind of nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm association, or corporation; to pay for the same in

cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property to purchase; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contract of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, country, territory, state government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state government, or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities to issue its own shares of stock, bonds, notes, debentures or other evidences or indebtedness, obligations, securities, certificates, or receipts purchased or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities,

certificates, or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee, or otherwise those issuing creating, or responsible for any such stocks, bonds, notes, debentures, evidences or indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things have enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or include in any or all of the general powers given, and:

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural which is not specifically prohibited by the laws of the State of Florida, United States of America any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

ARTICLE III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand, (1,000) shares of common stock of One Dollar (\$1.00) par value.

ARTICLE IV
Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holder of the majority Common Shares(51%).

ARTICLE V
Duration

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he may already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Initial Office

The Registered Agent and street address of the initial registered office of this corporation is: M. Roger Chang.

3043 Lakewood Dr., Ft.Laud., Florida 33332

ARTICLE VIII
Directors

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than three (3).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
M. Roger Chang	3043 Lakewood Drive, Ft.Laud. Fl 33332

ARTICLE IX
Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
M. Roger Chang	3043 Lakewood Drive, Ft.Laud., Fl 33332

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

ARTICLE XI

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) of any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The Corporation may in its by-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated this 18th day of November, 1996.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: QOQOe DIGITAL CORPORATION

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

M. Roger Chang

(NAME)

3043 Lakewood Drive

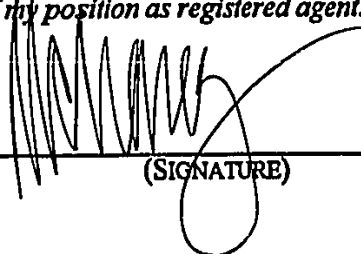
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Ft. Laud., Florida 33332

(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 2:17

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

NOV. 18th 1996.

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED AUTHORITY,
personally appeared, M. Roger Chang, to me well known
to be the persons described in and who executed
the foregoing Certificate of Incorporation, and
who acknowledge before me, according to the law,
that he made and subscribed the same for the
purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my
hand and official seal at Fort Lauderdale, Broward
County, Florida, this 18th day of November, 1996.

Katherine D. Mellides

NOTARY PUBLIC,
State of Florida

My Commission Expires:

ARTICLE.INC



KATHERINE D MELLIDES
My Commission CC556342
Expires May. 21, 2000