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TEX88X97 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: LOUNGE FILMS, INC. AUDIT NUMBER.....H97000000428 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 11 CERT. COPIES.....1 DEL.METHOD.. FAX
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TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LOUNGE FILMS, INC.

The undersigned Subscribers who are of legal age and competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt and acknowledge the following Articles of Incorporation for this corporation:

ARTICLE I

The name of this Corporation shall be:
LOUNGE FILMS, INC.

ARTICLE II

This Corporation shall exist perpetually unless sooner dissolved according to the law. Corporate existence shall commence on the earliest day prior to the filing of these Articles allowed by Florida law.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things with any and all powers to the same extent as natural persons might or could do and specifically to create video productions.

PREPARED BY:
ALAN S. WALTERS, ESQ.
999 WASHINGTON AVENUE
MIAMI BEACH, FL. 33139
305-672-3100
BAR #311219

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ARTICLE IV

The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

600 Shares all Common Stock, at \$1.00 Par Value.

Remuneration for said stock shall be payable in cash, property (real or personal), labor, or services in lieu of cash, at such valuation as may be fixed from time to time by the Board of Directors of this Corporation.

ARTICLE V

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury rights.

ARTICLE VI

The street address of the initial registered office of this Corporation is: 999 Washington Avenue, Miami Beach, Florida 33139 and the initial registered agent of this Corporation is ALAN S. WALTERS, of Galbut, Galbut, Menin & Wasserman, P.A.

ARTICLE VII

The street address of the principal office of the this Corporation is: 1940 Bay Drive, #19, Miami Beach, Florida 33141. The mailing address of the Corporation is : 1940 Bay

Drive, #19, Miami Beach, Florida 33141.

ARTICLE VIII

The names and street addresses of the first Board of Directors of this Corporation, who shall hold office for the first year or until successors are elected or appointed and have been qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Juan C. Barros	1940 Bay Drive, #19 Miami Beach, Florida 33141
Felipe Uriarte	18 Jacobus Place, #5E Bronx, New York 10463

This Corporation shall have (2) Directors, Initially.

ARTICLE IX

The names and address of the persons signing these Articles as Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Juan C. Barros	1940 Bay Drive, #19 Miami Beach, Florida 33141
Felipe Uriarte	18 Jacobus Place, #5E Bronx, New York 10463

ARTICLE X

The power to adopt, alter amend or repeal the By-Laws shall be vested in the Stockholders provided, however, that the Stockholders may specifically provide in any By-Laws made by them that such By-Laws shall be altered, amended or repealed by the Board of Directors.

ARTICLE XI

At each election for directors, every stockholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XII

The affirmative vote of seventy-five (75%) per cent of the shares of this Corporation issued and outstanding, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this Corporation.

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ARTICLE XXIX

Shares of Capital Stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite the name:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Juan C. Barros	1940 Bay Drive, #19 Miami Beach, Florida 33141	100
Felipe Uriarte	18 Jacobus Place, #5E Bronx, New York 10463	100

Before there can be a valid sale or transfer of any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

- (1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intent into sell or transfer such shares. Within eight (8) days thereafter such shares so offered at the price and on the terms and conditions stated in the notice provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the eight (8) day period, or prior thereto decline to purchase the shares, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of

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the common shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address, as such address may appear on the books of the Corporation. Within eight (8) days after the mailing or delivering of the copies of the orders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall delivery by mail, or otherwise, to the secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price thereof with authorization to pay such price against delivery of the shares.

- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion to such shares as the number of the shares of the Corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such

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apportionment.

- (4) If within said eight (8) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in the notice to any person or persons whomsoever; provided, however that they shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the Corporation.

ARTICLE XIV

The Corporation shall be managed by the Board of Directors unless the Stockholders shall by a majority vote hereafter determine that the Corporation shall be managed by the Stockholders.

ARTICLE XV

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act. The provisions of said act shall extend to this Corporation insofar as the same shall be applicable.

ARTICLE XVI

The Stockholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of

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this Corporation.

ARTICLE XVII

No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm association or entity in which one or more of the directors are directors or officers, or are financially interested shall be either void or voidable because of that relationship or interest, or because that director or those directors are present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because his, her or their votes are counted for that purpose, if:

- (1) The fact of that relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the Shareholders; or
- (2) The fact of that relationship or interest is disclosed or known to the Stockholders entitled to vote and they authorize approve or ratify the contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, committee or the Stockholders.

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ARTICLE XVIII

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIX

This Corporation, through its stockholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 7th day of January, 1997.

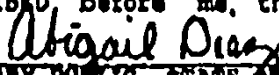
 (SEAL)
JUAN C. BARROS, Incorporator

 (SEAL)
FELIPE URIARTE, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared JUAN C. BARROS, who displayed 8620-422-70-421-0 as identification, and who executed the foregoing instrument and acknowledged before me that the same was executed for the purposes therein expressed.

SWORN AND SUBSCRIBED before me, this 7th day of January, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



ABIGAIL DIAZ
BY COMMISSION # 0000140 EXPIRES
August 7, 1998
SHOULD FILE WITH THIS INSTRUMENT, etc.

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STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared FELIPE URIARTE, who displayed NY&D 08-248-202-044 as identification, and who executed the foregoing instrument and acknowledged before me that the same was executed for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 7th day of January, 1997.

Abigail Diaz
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



ABIGAIL DIAZ
MY COMMISSION EXPIRES
August 7, 1999
SIGNED THIS 7TH DAY OF JANUARY, 1997.

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST, LOUNGE FILMS, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL, PLACE OF BUSINESS AT 1940 BAY DRIVE, #19, IN THE CITY
OF MIAMI BEACH, STATE OF FLORIDA, HAS NAMED ALAN S. WALTERS, OF
MIAMI BEACH, FLORIDA, LOCATED AT;

999 WASHINGTON AVENUE
MIAMI BEACH, FLORIDA, 33139.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]

SIGNATURE: [Signature]

TITLE: INCORPORATORS

DATE: 1/7/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]

ALAN S. WALTERS,
REGISTERED AGENT

DATE: 1/7/97

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