

P97000018212

STELLA MATTERN  
1825 NE 149 ST  
MIAMI FL 33181

600002094086--6  
-02/21/97--01030--005  
\*\*\*\*122.50 \*\*\*\*122.50

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Stranded, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

97 FEB 21 PM 4: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*[Handwritten signature]*

Examiner's Initials

CERTIFICATE OF INCORPORATION  
OF  
STRANDED, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, does hereby subscribe this Certificate of Incorporation for the purpose of forming a Corporation in accordance with the laws of the state of Florida, and subject to the following provisions:

ARTICLE I

The name of the Corporation shall be STRANDED, INC.

ARTICLE II

The nature of the business to be conducted by this Corporation will be:

- A. To engage in the production of motion pictures and every other possible related business.
- B. To engage in the purchase, development, manufacture and sale or otherwise acquire, have, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade in, deal in and with goods, ware, merchandise, real property, personal property and services of every class, kind and description; to buy, sell, manufacture and develop patentable processes and design of every nature and type.
- C. To conduct business in and to have one or more offices in the state of Florida, and all other states and countries, and generally to make and perform contracts of every kind and

description for the purpose of accomplishing any of the objects of this Corporation; to do and perform any other act or things and to exercise any and all powers which are now or which may hereafter be authorized by law; and generally to do and perform any and all things necessary or incident to the performance of any of the powers specifically enumerated herein.

D. The foregoing provisions shall be construed as enumeration of both objects and powers of the Corporation, and it is hereby expressly provided that said enumeration of specific powers shall not in any way limit or restrict the general powers conferred by the laws of the state of Florida.

E. and, finally, to engage in all kinds of licit business in accordance with the laws of the state of Florida, and the laws of the United States of America, as well as the laws of any foreign country.

#### ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ten-thousand shares (10,000) shares. The consideration to be paid for each share of stock shall be fixed by the board of directors.

#### ARTICLE IV

This Corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE V

The principal office of the Corporation shall be located at 1825 NE 149 Street, Miami, Florida 33181, County of Dade, State of Florida; other offices may be opened whenever and wherever the board of directors shall deem it necessary and expedient.

ARTICLE VI

The Corporation shall have a board of directors consisting of two directors. The names and addresses of the first board of directors, both of whom shall hold office until the first election pursuant to the by-laws of the Corporation, are:

Eileen B. Garcia      1825 NE 149 Street, Miami, Florida

Nunzio Fazio      1825 NE 149 Street, Miami, Florida

OFFICERS

President  
Vice President

Eileen B. Garcia  
Nunzio Fazio

ARTICLE VII

The names and addresses of each subscriber to this Certificate of Incorporation are:

Eileen B. Barcia 1825 NE 149 Street, Miami, Florida

Nunzio Fazio 1825 NE 149 Street, Miami, Florida

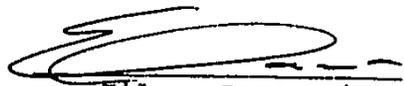
ARTICLE VIII

The name and address of the registered agent of this corporation is:

Eileen B. Garcia 1825 NE 149 Street, Miami, Florida

ARTICLE IX

This Certificate 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 vote of two-thirds (2/3) of the stock entitled to vote therein. IN WITNESS WHEREOF, the undersigned have subscribed their names and affixed their seals to this Certificate of Incorporation this \_\_\_ day of ~~December~~ <sup>FEBRUARY</sup> 1997.

 (seal)  
Eileen B. Garcia

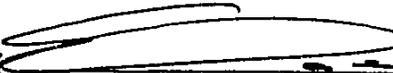
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that STRANDED, INC., desiring to organize under the laws of the state of Florida with its principal office, as indicated in the articles of incorporation at 1825 NE 149 Street, city of Miami, county of Dade, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY 

Eileen Garcia  
1825 NE 149 Street  
Miami, Florida 33187

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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State of Florida  
County of Dade

Sworn to and subscribed before me this 19 day of February, A.D. 1997.