

P97000044148

Requestor's Name

~~NEIL J. MORNICK, C.P.A.~~

~~11440 N. KENDALL DRIVE, #204~~  
MIAMI, FLORIDA 33176

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-04/28/97--01095--008

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ 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

634  
W97-10047

FILED  
SECRETARY OF STATE  
CORPORATION DIVISION  
07/19/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 13 11 01 AM '97

May 1, 1997

NEIL J. MORNICK, C.P.A.  
11440 NORTH KENDALL DRIVE #204  
MIAMI, FL 33176

SUBJECT: CORNER STONE ENTERTAINMENT GROUP, INC.  
Ref. Number: W97000010047

We have received your document for CORNER STONE ENTERTAINMENT GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00022787

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 15 10 01 AM '01

**ARTICLES OF INCORPORATION  
of  
CORNER STONE ENTERTAINMENT GROUP, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME AND ADDRESS**

The name of this corporation is Corner Stone Entertainment Group, Inc. The address is 858 West 84 Street Hialeah, FL. 33014.

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Oscar Derudi  
7965 NW 164 Terr  
Dade County  
Miami Lakes , FL 33016

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Roger Gonzalez  
675 W 73 PL  
Hialeah, Florida 33014

Oscar Derudi  
7965 NW 164 Terr  
Miami Lakes, FL 33016

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

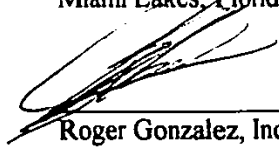
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Oscar Derudi, Incorporator  
7965 NW 164 Terr  
Miami Lakes, Florida 33106



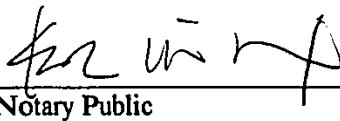
Roger Gonzalez, Incorporator  
675 West 73rd Place  
Hialeah, Florida 33014

State of Florida, County of Dade, ss:

Subscribed and sworn to (or affirmed) before me this 21<sup>st</sup> day of APRIL, 1997.



KIT MING KWOK  
COMMISSION # CC583880  
EXPIRES SEP 09, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_  
Notary Public

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

\_\_\_\_\_

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

First -- That Corner Stone Entertainment Group, Inc.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the Articles of  
Incorporation at City of Hialeah County of Dade State  
of FLORIDA has named Oscar Derudi located at 7965 N W 164  
Terrace

City of Miami Lakes County of Dade State of FLORIDA,  
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 

Oscar Derudi  
(Resident Agent)

FILED  
DIV. OF STATE  
RECORDS  
JAN 11 1966  
TALLAHASSEE, FLA.