

797000044609

Charter Number Only

5-16-97
3-17-97 Final

Comprehensive Business Service

Requestor's Name

10651 N. Kendall Dr. #201

Address

Miami, FL 33176

City

State

ZIP

Phone

(305) 273-8588 A

VALIDATION ONLY

FILED

97 MAY 20 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOOKING NUMBER 180003-1-6
03/19/97-01002-020
***122.50 ***122.50

CORPORATION(S) NAME

~~Capri Productions, Inc.~~
MAY PRODUCTIONS, INC.



Empire Toll Free: 1-800-432-3028

RECORDED
97 MAR 19 AM 11:25
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

097-6455

CERTIFIED COPY

K.R. MAY 20 1997

ACCOUNTING

BOOKKEEPING

TAX SERVICES

CONSULTATION

10651 North Kendall Drive, Suite #201, Miami, FL 33176

FAX (305) 273-8533

Phone (305) 273-8588

May 15, 1997

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

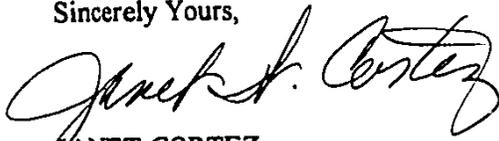
Subject: MAY PRODUCTIONS, INC.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation. The check in the amount of \$122.50 to cover the Designation of Registered Agent (\$35.00), Filing Fee (\$35.00), and Certified Copy (\$52.50) was sent previously for a corporation by the name of Capri Productions, Inc., which was subsequently returned due to a similar name already being in use.

FROM:

JANET W. CORTEZ
10651 NORTH KENDALL DR., SUITE 201
MIAMI, FL. 33176

Sincerely Yours,


JANET CORTEZ



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: CAPRI PRODUCTIONS, INC.
Ref. Number: W97000006455

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 997A00013986

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SECRET
TALLAHASSEE
STATE
CORPORATION

ARTICLES OF INCORPORATION

OF

MAY PRODUCTIONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is **MAY PRODUCTIONS, INC.**

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

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

ARTICLE VI

The street address of the initial registered office of the Corporation is:

1000 Venetian Way, #902
Miami, FL 33139

The name of the registered agent of such address is:

Martha L. Camargo

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

1000 Venetian Way, #902
Miami, FL 33139

ARTICLE VIII

The initial Board of Directors of the Corporation shall be two (2) directors. The number of directors may be increased from time to time by bylaws adopted by the shareholders but shall not be less than two.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Martha L. Camargo
1000 Venetian Way, # 902
Miami, FL 33139

Joaquim Antonio Ferreira Netto
Av. Giovanni Gronchi 5021, 8th Floor
Morumbi, Sao Paulo - SP, Brazil

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Martha L. Camargo
1000 Venetian Way, #902
Miami, FL 33139

President & Treasurer

Joaquim Antonio Ferreira Netto Vice-President & Secretary
Av. Giovanni Gronchi 5021, 8th Floor
Morumbi, Sao Paulo - SP - Brazil

ARTICLE XI

The name and address of the incorporator of this Corporation is:

Martha L. Camargo
1000 Venetian Way, #902
Miami, FL 33139

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Martha L. Camargo 50 Shares or 50%
1000 Venetian Way, #902
Miami, FL 33139

Joaquim Antonio Ferreira Netto 50 Shares or 50 %
Av. Giovani Gronchi 5021, 8th Floor
Morumbi, Sao Paulo - SP - Brazil

ARTICLE XIII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of MARCH 1997.

Sworn to and subscribed before me this
13th day of March, 1997

by: Martha L. Camargo
Janet W. Cortez

Signature of Notary Public

Notary's Name, Printed, Stamped or Typed

Personally Known: or Produced ID:

Type of ID produced: _____

Signature: Martha L. Camargo
Martha L. Camargo

JANET W. CORTEZ
Notary Public, State of Florida
My Commission Expires April 8, 1997
Commission No. CC 275439

CERTIFICATE OF DESIGNATION
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: MAY. PRODUCTIONS, INC.
2. The name and address of the registered agent are:

Martha L. Camargo
1000 Venetian Way, #902
Miami, FL 33139

SIGNATURE: *Mark Lopez*

TITLE: President

DATE: 3-13-97

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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: *Mark Lopez*

DATE: 3-13-97

Sworn to and subscribed before me this
13th day of March, 1997.
by: Martha L. Camargo
Janet W. Cortez
Signature of Notary Public
Janet W. Cortez
Notary's Name. Printed, Stamped or Typed
Personally Known: or Produced ID:
Type of ID produced:

JANET W. CORTEZ
Notary Public, State of Florida
My Commission Expires April 8, 1997
Commission No. CC 275489