

Charter Number Only

PA700045138

QSS Advisory Services

Requestor's Name

2455 E. Sunrise Blvd #502

Address

Ft. Lauderdale, FL 33304

City

State

Zip

Phone

954-564-7701

ADDITION ONLY

900002186499--7  
-05/21/97--01053--015  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Marilyn DeMartini P.A.

Empire Toll Free: 1-800-432-3028

|                                                    |                                          |                                                     |
|----------------------------------------------------|------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|                                                    |                                          | <input type="checkbox"/> Mail Out                   |

|                |  |
|----------------|--|
| Name           |  |
| Availability   |  |
| Document       |  |
| Examiner       |  |
| Updater        |  |
| Verifier       |  |
| Acknowledgment |  |
| WV Verifier    |  |

CERTIFIED COPY

**ARTICLES OF INCORPORATION  
OF  
Marilyn DeMartini P.A.**

FILED  
97 MAY 21 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Article I - Name**

The name of this corporation is Marilyn DeMartini P.A. with it's principle and mailing address being: 2455 E. Sunrise Blvd. Ste: 502, Fort Lauderdale, Florida 333043

**Article II - Duration**

This corporation shall exist perpetually, unless sooner dissolved according to law.

**Article III - Purpose**

This corporation is organized for the following purpose:

Advertising Consulting and for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida.

**Article IV - Capital Stock**

This corporation is authorized to issue 5000 shares of \$1.00 par value common stock, which shall be designated "Common Shares", and 0 shares of preferred stock of ( N/A ) par value, which shall be designated "Preferred Shares".

**Article V**

Preferences, Limitations, and Relative Rights of Shares of Capital Stock

**Section 1. Dividends**

The holders of record of the Preferred shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Shares. Such cash dividends on Preferred Shares shall be cumulative so that if for any dividend period cash dividends at the specified percentage rate per share per annum shall not have been declared and paid or set apart for payment on the preferred shares outstanding, the deficiency shall be declared and paid or set apart for payment prior to the making of any dividend or other distribution of the Common Shares. Cash dividends on Preferred Shares shall accrue from the date of issue. Upon the payment of setting apart for payment of all dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, the directors may declare and pay dividends upon the Common Shares.

**Section 2. Rights Upon Liquidation or Dissolution**

In the event of any voluntary or involuntary liquidation's, dissolution, or winding up of this corporation, the holders of record of the outstanding Preferred Shares shall be entitled to be paid \$ 0.00 for each of such Preferred Shares, plus accumulated dividends thereon up to the date of such liquidation, dissolution or winding up of this corporation, whether or not this corporation shall have a surplus or earnings available for dividends, and no more. After payment to the holders of the Preferred Shares of the amount payable to them as above set forth, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**Section 3. Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**Article VI - Designation of Series**

Additional Preferred Shares may be issued from time to time in series. All Preferred Shares Shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors, is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute each series;

2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;

3. The redemption price or prices, if any, of each, any or all series; for the shares

4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares;

#### Article VII - Pre-emptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share there of, as nearly as may be done without issuance of fractional shares at the price at which it is offered to

#### Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2455 E. Sunrise Blvd. Ste: 502 and the name of the initial registered agent of this corporation at that address is Gerald S. Schnitzer.

#### Article IX - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Gerald S. Schnitzer, 2455 E. Sunrise Blvd. Ste: 502 Fort Lauderdale, Florida 333043

#### Article X - Incorporator

The name and address of the person signing these articles

Gerald S. Schnitzer, 2455 E. Sunrise Blvd. Ste: 502, Fort Lauderdale, Florida 333043

#### Article XI - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### Article XII - Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

NO STOCK ISSUED AT THIS TIME

Shares held by the initial shareholders listed above may be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

### **ARTICLE XIII - Cumulative Voting**

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his 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 shares, or by distributing such votes on the same principle among any number of such candidates.

### **Article XIV - Calling of Special Meetings**

Special meetings of shareholders may be called by forty percent (40%) of the shares entitled to vote.

### **Article XV - Shareholder Quorum and Voting**

Fifty One Percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Fifty One Percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **Article XVI - Approval of Shareholders Required For Merger**

The approval of the shareholders of this corporation to any Plan of merger shall be required in every case, whether or not such approval is required by law.

### **Article XVII- Right of Shareholders to Dissent**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which the share holders are entitled to dissent under the Florida General Corporation Act.

### **Article XVIII - Management of Corporation By Shareholders**

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

### **Article XIX - Powers**

This corporation shall have the corporate power:

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain, and defend in its corporate name, in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### **Article XX - Directors Compensation**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **Article XXI Reduction in Stated Capital**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

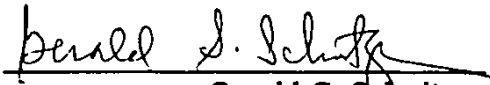
#### **Article XXII - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent what ever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

**Article XXII- Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this long date

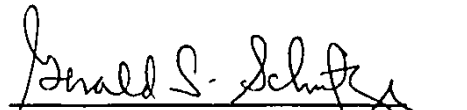
  
Gerald S. Schnitzer

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

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: First - That Marilyn DeMartini P.A. Name of Corporation desiring to organize under the laws of the State of Florida, with its' principle office, as indicated in the articles of incorporation at the City of Fort Lauderdale, in the County of, Broward and State of Florida, has named Gerald S. Schnitzer, 2455 E. Sunrise Blvd. Ste: 502, Fort Lauderdale, Florida 333043

**ACKNOWLEDGMENT:**

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.

  
Gerald S. Schnitzer

97 MAY 21 PM 12:41  
OFFICE

P97000045139  
DAVID FELIU  
ATTORNEY AT LAW

Date: 5/15/97

000002183490--8  
-05/19/97--01139--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RE: AudioFilms, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporate entity together with the filing fee in the amount of \$70.00.

I have also included an extra copy of the articles and a self-addressed, stamped envelope for returning same to me.

Thank you.

Sincerely,

*David Feliu*  
David Feliu

DF/kx  
Enclosures

FILED  
SECRETARY OF STATE  
CORPORATE DIVISION  
MAY 19 1997

*5/15/97*

ARTICLES OF INCORPORATION  
OF  
AUDIOFILMS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 12 1964

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract hereby form a corporation under the laws of the State of Florida.

A R T I C L E I  
NAME

The name of the corporation is: AUDIOFILMS, INC.

A R T I C L E II  
NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the Laws of the United States and this State.

A R T I C L E III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having a par value of \$1.00 per share of common stock.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the director at a meeting called for such purpose.



A R T I C L E   IV  
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

A R T I C L E   V  
TERM OF EXISTENCE

The corporation is to exist perpetually.

A R T I C L E   VI  
INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 2044 Prairie Avenue, Miami Beach, FL 33139-1515. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

A R T I C L E   VII  
DIRECTOR(S)

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason

of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a

director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there as to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

A R T I C L E   V I I I  
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

| <u>NAME</u>       | <u>ADDRESS</u>                                   |
|-------------------|--------------------------------------------------|
| RENE FUENTES-CHAO | 2044 Praire Avenue<br>Miami Beach, FL 33139-1515 |
| EMILCE ELGARRESTA | 2390 S.W. 21 Street<br>Miami, FL 33145           |

A R T I C L E   I X  
SUBSCRIBERS

The name and post office address of each subscriber of there Articles of Incorporation are:

| <u>NAME</u>       | <u>ADDRESS</u> |
|-------------------|----------------|
| RENE FUENTES-CHAO | Same as Above  |
| EMILCE ELGARRESTA | Same as Above  |

A R T I C L E X

AMENDMENT

These Articles 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 Stockholder's Meeting by a majority of the stock entitled to vote thereon.

A R T I C L E XI

DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing with Secretary of State.

A R T I C L E XII

RESIDENT AGENT DESIGNATION

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

F I R S T: That AUDIOFILMS, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named R. DAVID FELIU, whose address is 250 Bird Road, Suite 302, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in the 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: R. David Felio  
R. DAVID FELIU, Resident Agent

IN WITNESS WHEREOF the party of these Articles of Incorporation has hereunto set their hands and seals this 28<sup>th</sup> day of April, 1997.

BY: Emile Elman  
Subscriber

BY: [Signature]  
Subscriber

FILED - STATES  
SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE