

P97000053576

4:35 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000009988 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAMER: PNBC PRODUCTION CORP.

AUDIT NUMBER.....H97000009988

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
help F1 Option Menu F2

NUM CAPS Connect: 00:08:09

FILED
97 JUN 18 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

497000009988

ARTICLES OF INCORPORATION
OF
PNBC PRODUCTION CORP.

FILED
97 JUN 18 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribe to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The business of this corporation shall be any legal business.

ARTICLE III

CAPITAL STOCK

One thousand shares of stock shall be issued.

This instrument prepared by:
Angelika Hunnefeld
Florida Bar No. 70246
1925 Ponce De Leon Boulevard
Coral Gables, Florida 33134
(305) 443-0020

497000009988

H97000009988

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

HENRY J. HUNNEFELD
1925 Ponce De Leon Boulevard
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTOR

This Corporation shall have one (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

H97000009988

H97000009988

NATHALIE CHRISTOL
5401 Collins Avenue, Apt. 916
Miami Beach, Florida 33140

FAOUZI PASCAL BELKHIR
5401 Collins Avenue, Apt. 916
Miami Beach, Florida 33140

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

1925 Ponce De Leon Boulevard
Coral Gables, Florida 33134

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NATHALIE CHRISTOL
5401 Collins Avenue, Apt. 916
Miami Beach, Florida 33140

FAOUZI PASCAL BELKHIR
5401 Collins Avenue, Apt. 916
Miami Beach, Florida 33140

H97000009988

H9700009988

ARTICLE X

CONFLICT OF INTEREST

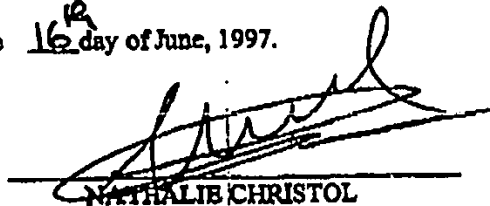
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

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 stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation as on the ¹²16 day of June, 1997.


NATHALIE CHRISTOL

H9700009988

H97000009988

STATE OF FLORIDA)
)SS:
COUNTY OF DADE }

BEFORE ME, a Notary Public, that on this day personally appeared, the Incorporator of
PNBC PRODUCTION CORP., to me known to be the person described in or who has produced
passport as identification and who (did/did not) take an oath and who executed the
foregoing Articles of Incorporation, and who acknowledged before me that he/she subscribed to
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Miami, Dade County, Florida, this 17 day of June, 1997.

sign: [Signature]
Notary Public, State of Florida at Large
print name: Henry J. Hunsfeld
My commission expires:



Henry J. Hunsfeld
My Commission CC365882
Expires Sep. 17, 2000

[Signature]
PROUZI PASCAL BELKHIR

STATE OF FLORIDA)
)SS:
COUNTY OF DADE }

BEFORE ME, a Notary Public, that on this day personally appeared, the Incorporator of
PNBC PRODUCTION CORP., to me known to be the person described in or who has produced
passport as identification and who (did/did not) take an oath and who executed the
foregoing Articles of Incorporation, and who acknowledged before me that he/she subscribed to
these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at
Miami, Dade County, Florida, this 17 day of June, 1997.

sign: [Signature]
Notary Public, State of Florida at Large
print name: Henry J. Hunsfeld
My commission expires:



Henry J. Hunsfeld
My Commission CC365882
Expires Sep. 17, 2000

H97000009988

H97000009988

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the following is submitted,
in compliance with said Statutes:

That PNBC PRODUCTION CORP., desiring to organize under the laws of the State of
Florida, with its registered office at 1925 Ponce De Leon Boulevard, Coral Gables, Florida,
33134, has named HENRY J. HUNNEFELD, located at 1925 Ponce De Leon Boulevard, Coral
Gables, Florida, 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.


HENRY J. HUNNEFELD

H97000009988

FILED
JUN 18 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA