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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: LATIN ESSENCE MANAGEMENT AND PRODUCTIONS, IN
AUDIT NUMBER.....H97000012676
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1997

FAS-T CORP AGENTS

SUBJECT: LATIN ESSENCE MANAGEMENT AND PRODUCTIONS, INC.
REF: W97000017906

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000012676
Letter Number: 497A00039507

ARTICLES OF INCORPORATION**LATIN ESSENCE MANAGEMENT AND PRODUCTIONS, INC.**

We the undersigned, do hereby associate ourselves together and subscribe these articles of incorporation for the purpose of forming corporation under the laws of the State of Florida, chapter 607 and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be:

**Latin Essence Management
and Productions, Inc.**

ARTICLE TWO

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time shall be One hundred (100) shares, common stock One Dollar(\$1.00) par value.

All any part of the capital stock may be paid for either in lawful monies or the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange stock.

ARTICLE FOUR

The principle office of the corporation shall be located at:

**1091 S.W. 135 Court
Miami, FL 33184**

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE FIVE

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 prescribed by the by-laws, but shall never be less than (1), not more than five (5).

Prepared by: Gilda Martinez
1091 SW 135 Court
Miami, FL 33184
(305) 884-2285

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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 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 been a director or officer of this corporation, or by reason if any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred 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 contained restrict the right of the corporation to indemnify of 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 director of the corporation are pecuniarily or otherwise interested in, or are directors, or officers, of such corporation. Any director, individual or any firm of which any director may be a member may be a party to, or may be pecuniarily or otherwise interested in any contract of transaction of the corporation, provided the fact that his interest should be disclosed or should have been known to the board of directors of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors if the corporation which shall 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.

ARTICLE SIX

The names and post office addresses of the members of the first Board of Directors and Officers who shall hold office for the first fiscal year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

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BOARD OF DIRECTORS

Gilda Martinez

**1091 S.W. 135 Court
Miami, FL 33184**

Cynthia Blanco

**5311 S.W. 152 Circle PL
Miami, FL 331**

ARTICLE SEVEN

The names and post office addresses of each of the subscribers to these article of incorporation are as follows:

Gilda Martinez

**1091 S.W. 135 Court
Miami, FL 33184**

ARTICLE EIGHT

This corporation shall have full power to carry on and transact each or all of the business enumerated in article two of this articles of incorporation, and shall have all the general and additional powers now and hereafter conferred upon by law.

ARTICLE NINE

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stock-holders and approved at Stockholders meeting by a majority of the stock entitled to vote thereon.

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ARTICLE TEN

Upon election of the Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same manner provided by law whether said stock shall be fully or partially paid unless otherwise determined the Board of Directors at or before the time of issuance thereof.

ARTICLE ELEVEN

The private property of the stockholders, officers and directors shall not be subject to the payment of the obligations of the corporation to any extent.

ARTICLE TWELVE

The registered Agent of services of process in the State of Florida, and its registered office shall be:

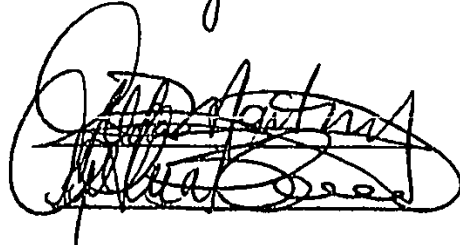
Cynthia Blanco

5311 S.W. 152 PL Circle
Miami, FL 33185

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and affixes their seals on this 1st day of Aug. 1997

Gilda Martinez

Cynthia Blanco
Registered agent



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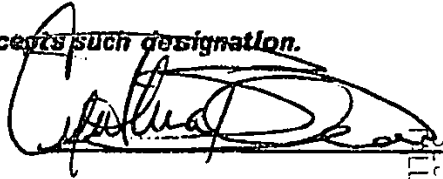
ACKNOWLEDGMENT BY REGISTERED AGENT

*The undersigned, having been named in the foregoing Articles of the
Incorporation of:*

**LATIN ESSENCE MANAGEMENT,
AND PRODUCTIONS, INC.**

Cynthia Blanco 5311 S.W. 152 Place Circle, Miami, FL 33185

to accept service of process, hereby accepts such designation.



**STATE OF FLORIDA)
) SS
COUNTY OF DADE)**

**BEFORE ME, The undersigned authority, duly authorized to administer oaths
and take acknowledgments, personally appeared:**

**CYNTHIA BLANCO
AND GILDA MARTINEZ**

**To me well know and know to me to be the persons described in , who after
being duly sworn, executed the foregoing articles of incorporation, freely
and voluntarily for the purpose therein expressed.**

**IN WITNESS WHEREOF, I have hereunto set my hands and official seal, at
Hialeah, said county and State, this ____ day of _____ 1997**

**NOTARY PUBLIC, STATE-OF
FLORIDA AT LARGE**

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CLERK OF DISTRICT COURT
STATE OF FLORIDA