

P97000069338

TRANSMITTAL LETTER

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

400002262284--5  
-08/08/97--01133--001  
\*\*\*131.25 \*\*\*131.25

SUBJECT: Miami Toons Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Luis Taveras  
Name (Printed or typed)

130 S. Shore Dr. #5D  
Address

Miami Beach, FL 33141  
City, State & Zip

305-868-9588  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 Aug -8 PM 2:14

EFFECTIVE DATE  
9-1-97

NOTE: Please provide the original and one copy of the articles.

4-11-97  
W3

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
MIAMI TOONS INC.

Article I: **NAME**

The name of the Corporation is: Miami Toons Inc.

Article II: **CORPORATE ADDRESS AND PLACE OF BUSINESS**

The street address of the Corporation's principal office is:

130 S. Shore Dr. Suite 5D

Miami Beach, Fl 33141

The principal place of business is:

Paseo Mall

3301 Coral Way

Miami, Fl

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
91 Aug -8 PM 2:14

EFFECTIVE DATE

19-1-97

Article III: **CAPITAL STOCK**

(1) This corporation shall be authorized to have outstanding at any time a maximum of 100 shares of stock the par value of \$1.00 per share.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stock holders, if it shall not elect, shall have an exclusive right to purchase said stock at the price notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitation on stock transfers contained in Section (3) above.

**Article IV: INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

Luis Taveras  
130 S. Shore Dr. Suite 5D  
Miami Beach, Fl 33141

Acceptance by the registered agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent  
for Miami Toons Inc. *Luis Taveras*

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
91  
-8 PM 2:14

**Article V: INCORPORATORS**

The names and addresses of the incorporators of this corporation are:

Luis Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Flor Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Juan Rodriguez	6930 Rue Versailles, Miami Beach, Fl 33141

**Article VI: COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the provision of 607.167, the effective date of incorporation is  
specified to be the 1st day of September 1997.

**Article VII: DIRECTORS**

The bylaws shall provide the method of election of all Directors, and the number of  
Directors may be raised or lowered by amendment of the bylaws but shall in no case be  
less than two. Members of the Board of Directors or an /executive Committee of such  
Board will be deemed present and may conduct business at any meeting of such Board  
of Committee by means of a conference telephone or similr communication equipment  
if used so that all persons participating in the meeting can hear each other. The name  
and street address of the members of the first Board of Directors of this corporation,  
who shall hold office for the first year of its existence or until their successors are  
elected and qualified are as follows:

Luis Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Flor Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Juan Rodriguez	6930 Rue Versailles, Miami Beach, Fl 33141

**Article VIII: OFFICERS**

The officers of the Corporation shall consist of a President, Secretary, and Treasurer  
Other officers may be provided for in the Bylaws. Each Officer shall be elected by the  
Board of Directors (and may be removed by the Board of Directors) at such tme and in  
such manner as may be prescibed by the Bylaws. The name and address of each initial  
Officer of the Corporation are as follows:

President	Luis Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Secretary	Flor Taveras	130 S. Shore Dr. #5D, Miami Beach, Fl 33141
Treasurer	Juan Rodriguez	6930 Rue Versailles, Miami Beach, Fl 33141

Article IX: TERM OF EXISTENCE

This corporation shall exist perpetually.

IN WITNESS THEREOF, the undersigned have signed these Articles of Incorporation  
on this day of 8-8, 1997.

Luis Taveras  
Rosa Lopez  
Manoel

(Signatures of Incorporators)

BEFORE ME, the undersigned authority, personally appeared Luis Taveras to me well known to be  
the person described in and who executed and subscribed to the foregoing Articles of Incorporation,  
and he acknowledged before me that he executed and subscribed the same for the purposes therein  
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, in said County  
and State, this 8/8, 1997

David Oliver

NOTARY PUBLIC, STATE OF FLORIDA



DAVID OLIVER  
My Commission CC433157  
Expires Jan. 12, 1999  
Bonded by HAI  
800-422-1555