

P 970000 79769

Bosalia Alea  
3326 Mary street  
suite 500  
Coconut Grove, FL  
33133

Office Use Only

CORPORATION NAME

ER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

F. O'Connor SEP 15 1997

# ARTICLES OF INCORPORATION

OF

## CHALY'S ADVERTISING INC.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE I

The name of this corporation shall be Chaly's Advertising, Inc.

### ARTICLE II

#### Purpose

This Corporation is organized for the following purposes; To function as a advertising agency, in the multi-media industry.

### ARTICLE III

#### Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1,000) Shares of Common Stock, at a par value of ( 0.01 cents) to Rosalia Alea , at 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133.

### ARTICLE IV

#### Preemptive Rights

There shall be no preemptive rights.

STATE OF FLORIDA  
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## **ARTICLE V**

### **Corporate Duration**

This corporation shall have perpetual duration unless sooner dissolved by law.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133, and the name of the initial registered agent of this Corporation at that address is Rosalia Alea .

## **ARTICLE VII**

### **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 Board of Directors pursuant to the by-laws but shall never be less than (1). The name and address of the initial director of this Corporation is as follows:

Rosalia Alea  
3326 Mary Street, Suite 500  
Coconut Grove, FL. 33133

## **ARTICLE VIII**

### **By-Laws**

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

## **ARTICLE IX**

### **Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE X

### Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or dictatorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officers, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm, or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such persons or persons, firm or corporation, and each and every person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be anyway interested.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT CHALY'S ADVERTISING, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S  
PRINCIPAL PLACE OF BUSINESS IN COCONUT GROVE, STATE OF  
FLORIDA, HAS NAMED ROSALIA ALEA, LOCATED AT 3326 MARY STREET,  
SUITE 500, COCONUT GROVE, FLORIDA, 33133, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

Rosalia Alea  
ROSALIA ALEA  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE  
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

Rosalia Alea  
ROSALIA ALEA  
Registered Agent  
Date: September 10, 1997

## ARTICLE XI

### Incorporator

The name and address of the person signing these Articles is as follows:  
Rosalia Alea , 3326 Mary Street, Suite 500, Coconut Grove, FL. 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this 10 day of September, 1997.

Rosalia Alea  
Rosalia Alea  
Incorporator

STATE OF FLORIDA )

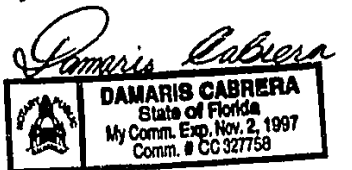
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared Rosalia Alea known to  
me and who has produced a driver's license as identification and who did not  
take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the State and County aforesaid this 10 day of September, 1997.

By: Damaris Cabrera

Notary Public  
State of Florida at Large  
Commission No: CC 327758  
My Commission expires: Nov. 2, 1997.



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