



**ARTICLES OF INCORPORATION**

**OF**

**CARDENAS / FERNANDEZ & ASSOCIATES, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV 10 PM 3:04

**FILED**

We, 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.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the Corporation shall be **CARDENAS / FERNANDEZ & ASSOCIATES, INC.**

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to produce, and promote shows, concerts, festivals, and other entertainment events; to provide promotional consulting; to buy, sell, and market all kinds of promotional events, and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at One (\$1.00) Dollar par value.

### **ARTICLE IV**

#### **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than One Thousand (\$1,000.00) Dollars.

### **ARTICLE V**

#### **TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is: 1450 Madruga Ave., #308, Coral Gables, Fl 33146. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**

**DIRECTORS**

This corporation shall have no less than two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

**ARTICLE VIII**

**INITIAL DIRECTORS**

The name and street addresses of the members of the first Board of Directors are:

**HENRY CARDENAS, President/Treasurer**  
**IVAN FERNANDEZ, Vice-President/Secretary**

**SUBSCRIBERS**

The name and street address of the subscriber of these Articles of Incorporation, the number of shares of stock which he agrees to take, and the value of the consideration therefore is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>CONSIDERATION</u></b>
Henry Cardenas	850 W. Jackson, Suite 750 Chicago, Illinois 60607	500	\$500.00
Ivan Fernandez	850 W. Jackson, Suite 750 Chicago, Illinois 60607	500	\$500.00

**REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 255 University Drive, Coral Gables, Florida 33134, and the registered Agent shall be EMILIO PASTOR, P.A..

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By: Emilio Pastor  
Registered Agent

STATE OF FLORIDA)

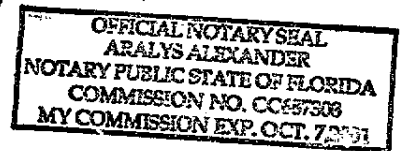
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared, EMILIO PASTOR, to me known to be the person described as Registered Agent, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and seal, in the County and States named above, this 31st day of October, 1997. Aralys Alexander

**ARTICLE IX**

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

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set out hands and seals this 31<sup>st</sup> day of OCTOBER, 1997.

*Henry Cardenas*  
HENRY CARDENAS

*Ivan Fernandez*  
IVAN FERNANDEZ

FLORIDA  
STATE OF ~~ILLINOIS~~ )  
  
DADE  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared, HENRY CARDENAS and IVAN FERNANDEZ, to me known to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 31<sup>st</sup> day of OCTOBER, 1997.

*Rafael Suarez*  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



RAFAEL SUAREZ  
My Commission CC368230  
Expires Apr. 27, 1998  
Bonded by HAI  
800-422-1555

FILED  
97 NOV 10 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA