

# TRANSMITTAL LETTER

*P98000018687*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 25 AM 10:26

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

SUBJECT: WINEBAY RECORDS, 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: GUILLERMO A. CRUZ  
Name (Printed or typed)

P.O. BOX 441249  
Address

600002440876--1  
-02/25/98--01086--009  
\*\*\*\*131.25 \*\*\*\*131.25

MIAMI, FL 33144-1249  
City, State & Zip

(305) 265-7187  
Daytime Telephone number

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

D. BROWN FEB 26 1998

**ARTICLES OF INCORPORATION OF:**  
**WINEBAY RECORDS, INC.**

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ARTICLE I.

The name of the corporation is WINEBAY RECORDS, INC.

ARTICLES II.

The corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation is general sales and services.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV.

The corporation is authorized to issue One Hundred (100) shares at One (\$1.00) Dollar par value per share, all of which shall be designated "common shares".

ARTICLE V.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI.

The address of the initial office of this corporation is P.O. Box 441249, Miami, Florida 33144-1249. The name of the initial Registered Agent of this corporation is

Guillermo A. Cruz, and the address of the Registered Agent is 2341 S.W. 25 Terrace, Miami, Florida 33133.

#### ARTICLE VII.

The name and post office address of the Director of this corporation is as follows:

Guillermo A. Cruz, President  
P.O. Box 441249  
Miami, Florida 33144-1249

#### ARTICLE VIII.

The corporation shall have One (01) Director initially. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least One (01) Director. To the extent permitted by law, Guillermo A. Cruz shall serve as a director or officer of the corporation, and each person who served at the request of the corporation as 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 being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### ARTICLE IX.

The name and address of the person signing these Articles is as follows:

Guillermo A. Cruz, President  
P.O. Box 441249  
Miami, Florida 33144-1249

#### ARTICLE X.

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The

price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE XI.

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>ND</sup> day of FEBRUARY, 1998.

BY:

GUILLERMO A. CRUZ

STATE OF FLORIDA       )  
                                  SS:  
COUNTY OF DADE       )

**BEFORE ME**, the undersigned authority, personally appeared **GUILLERMO A. CRUZ**, who was sworn and says that he has personal knowledge of the facts stated in the foregoing document and that the contents of the document are true and correct.

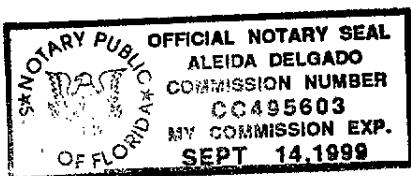
**SWORN TO AND SUBSCRIBED** before me this 22 day of February, 1998.

NOTARY PUBLIC, State of Florida  
at Large

My commission expires:

☒ Personally known to me

☐ Produced \_\_\_\_\_ as  
identification



**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
OF REGISTERED AGENT**

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I, Guillermo A. Cruz, having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091, and 607.325, and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22<sup>ND</sup> day of  
FEBRUARY, 1998.

I HEREBY AM FAMILIAR WITH AND ACCEPT  
THE DUTIES AND RESPONSIBILITIES AS  
REGISTERED AGENT FOR WINEBAY  
RECORDS, INC.

BY: \_\_\_\_\_

  
GUILLERMO A. CRUZ  
Registered Agent