

# P98000068174

## TRANSMITTAL LETTER

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

300002604263--7  
-07/31/98--01074--002  
\*\*\*131.25 \*\*\*131.25

SUBJECT: Hitz Promotional Services, Corp.  
(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 Alexander De la Cruz  
Name (Printed or typed)

1674 Meridian Ave. Suite 201  
Address

Miami Beach, FL 33139  
City, State & Zip

305 - 531 - 6080  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 31 AM 9:00

FILED

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

Dmc  
8/5/98

Articles of Incorporation of

**Hitz Promotional Services, Corp.**

The undersigned subscriber to these articles of Incorporation of Hitz Promotional Services, Corp., a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I - Corporate Name**

The name of the corporation is:

Hitz Promotional Services, Corp.

**Article II - Duration**

This corporation shall exist perpetually unless dissolved according to Florida law.

**Article III - Purpose**

The corporation is organized to engage in any activity or business permitted under the laws of United States and Florida.

**Article IV - Capital Stock**

The corporation is authorized to issue one thousand (1,000) shares of no-par value Common Stock, which shall be designated "Common Shares".

**Article V - Initial Registered Agent**

The name and street address of the initial registered agent of this corporation is:

Luis Alexander De La Cruz - 1674 Meridian Ave. Suite 201 Miami Beach, FL 33139

**Article VI - Principal Office**

1674 Meridian Ave. Suite 201  
Miami Beach, FL 33139

The mailing address of the corporation is:

1674 Meridian Ave. Suite 201  
Miami Beach, FL 33139

**FILED**  
98 JUL 31 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Article VII - Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the by-laws, but shall never be less than one (1) or more than seven (7). The name and address of the initial director of the corporation is as follows:

Name: Luis Alexander De La Cruz  
Address: 1674 Meridian Ave. Suite 201, Miami Beach, FL 33139

## **Article VIII - Director Liability**

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders (ii) for acts of omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 607.0834 of the Florida Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

## **Article IX - Director of Indemnification**

The Corporation shall to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have powers to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote or stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

## **Article X - Power to Adopt, Amend, or Repeal the By-Laws**

The Board of Directors shall have the power to adopt, amend, or repeal the by-laws.

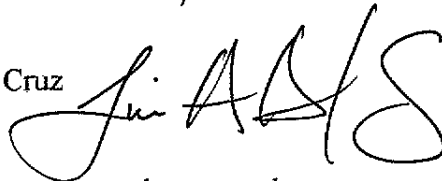
## Article XI - Incorporates

The name and address of the incorporate signing these articles of Incorporation is as follows:

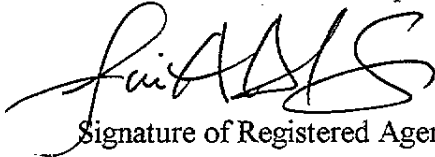
Name: Luis Alexander De La Cruz  
Address: 1674 Meridian Ave. Suite 201, Miami Beach, FL 33139

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation  
this 29<sup>th</sup> day of July 1998.

Luis Alexander De La Cruz



Having been named as a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as a registered agent.



Signature of Registered Agent

07-29-98  
Date