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FLORIDA DIVISION OF CORPORATIONS

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NAME: LE BASQUE PRODUCTIONS, INC.

AUDIT NUMBER.....H98000018446

DOC TYPE.....FLORIDA PROFIT CORPORATION OR PTA.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1998

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SUBJECT: LE BASQUE PRODUCTIONS, INC.
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ARTICLES OF INCORPORATION
OF
LE BASQUE PRODUCTIONS, INC.

A Florida Corporation

The undersigned hereby adopt(s) the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation (hereinafter called the "Corporation") is:

LE BASQUE PRODUCTIONS, INC.

ARTICLE II - COMMENCEMENT AND DURATION

The Corporation is to commence its corporate existence on the date of filing of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$ 1.00) par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote(s) on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

THESE ARTICLES WERE PREPARED BY:
MARIA-CRISTINA DEL-VALLE, P.A.
ONE BRICKELL SQUARE
801 BRICKELL AVENUE
SUITE 1901
MIAMI, FLORIDA 33131
(305) 374-7700
(FAX) 374-4890
FLA. BAR NO. 0336084

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PAGE TWO
ARTICLES OF INCORPORATION OF
LE BASQUE PRODUCTIONS, INC.

The Corporation shall have TWO (2) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by laws of the Corporation.

The name(s) and street address(es) of the initial director(s) who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, has/have qualified shall be:

<u>NAME:</u>	<u>ADDRESS:</u>
ALEJANDRO MUGUERZA	4004 SAN AMARO DRIVE CORAL GABLES, FL 33146
IAN MICHAEL PERRIS	4004 SAN AMARO DRIVE CORAL GABLES, FL 33146

VI - INITIAL OFFICERS

The initial officers of the Corporation are:

<u>PRESIDENT:</u>	ALEJANDRO MUGUERZA
<u>TREASURER:</u>	ALEJANDRO MUGUERZA
<u>VICE-PRESIDENT:</u>	ALEJANDRO MUGUERZA
<u>SECRETARY:</u>	IAN MICHAEL PERRIS

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE X - INCORPORATOR

The names and addresses of the incorporators to these articles of incorporation are:

<u>NAME:</u>	<u>ADDRESS:</u>
M. CRISTINA DEL-VALLE	801 BRICKELL AVENUE SUITE 1901 MIAMI, FL 33131

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ARTICLE XI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

8120 Miller Drive
Miami, FL 33155

IN WITNESS WHEREOF, the undersigned, as Incorporators hereby
executes these Articles of Incorporation this 5th day of
October, 1998.

M. CRISTINA DEL-VALLE
M. CRISTINA DEL-VALLE

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and mailing
address of the corporation is c/o M. CRISTINA DEL-VALLE, P.A. 801
BRICKELL AVENUE, SUITE 1901, MIAMI, FL 33131 and the name of the
initial registered agent of the corporation at that address is
M. CRISTINA DEL-VALLE.

M. CRISTINA DEL-VALLE
M. CRISTINA DEL-VALLE

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an officer duly authorized to
administer oaths and take acknowledgment, personally appeared
M. CRISTINA DEL-VALLE, known to me and known by me to be the person
who executed the foregoing articles of incorporation, and he
acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed.
WITNESS my hand and official seal this 5th day of October,
1998 at Miami, Dade County, Florida.

Isabel C. Ramos
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Corporation Act, the undersigned
does hereby accept appointment as registered agent on whom process
may be served within the State of Florida at c/o M. CRISTINA DEL-
VALLE, P.A. 801 BRICKELL AVENUE, SUITE 1901, MIAMI, FL 33131 for the
proposed domestic corporation named in the foregoing Articles of
Incorporation and does hereby accept the obligations of F.S.
607.325.

DATED this 5th day of October, 1998.

M. CRISTINA DEL-VALLE
M. CRISTINA DEL-VALLE

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an Officer duly authorized to
administer oaths and take acknowledgments, personally appeared
M. CRISTINA DEL-VALLE, known to me and known by me to be the person
who executed the foregoing Acceptance of Appointment by Registered
Agent.

WITNESS my hand and official seal this 5th day of October,
1998 Miami, County of Dade, Florida.

Isabel C. Ramos
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:



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PAGE FOUR
ARTICLES OF INCORPORATION OF
LE BASQUE PRODUCTIONS, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:
LE BASQUE PRODUCTIONS, INC.
2. The name and address of the registered agent and office is
M. CRISTINA DEL-VALLE
c/o M. CRISTINA DEL-VALLE, P.A.
801 BRICKELL AVENUE SUITE 1901
MIAMI, FL 33131

Having been named as 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 accept the obligations of my position as registered agent.


M. CRISTINA DEL-VALLE

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