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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

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**ARTICLES OF INCORPORATION  
OF  
NAECO PUBLISHING & PRODUCTION CORPORATION**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is NAECO PUBLISHING & PRODUCTION CORPORATION.

**ARTICLE II. DURATION**

The period of the corporation's duration shall be perpetual or as hereafter provided.

**ARTICLE III. PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries.
2. To transact any lawful business of which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To publish, distribute, promote and produce art work, literary works, films and other works which the board of directors of the corporation deems necessary and advantageous in promoting the goals of the corporation.
4. To promote literary excellence.

**ARTICLE IV. CAPITAL STOCK**

Prepared by:  
Anne Telasco FBN-939430  
7320 Biscayne Blvd  
Miami, FL 33138 (305) 754-4466

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The total number of shares of capital stock the corporation authorized to issue is one hundred thousand (100,000) shares of stocks at One Dollar (\$1.00) par value. These shall be designated "Common Shares".

**ARTICLE V. REGISTERED OFFICE**

The name and address of the registered agent and office are as follows:

Registered Agent: ANNE G. TELASCO, ESQ.  
Address: 7320 Biscayne Blvd.  
Miami, Florida 33138

**ARTICLE VI. CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or authority.

**ARTICLE VII. SUBSCRIBER**

The names and addresses of the persons signing these articles of incorporation as a subscriber is:

ANNE G. TELASCO  
7320 Biscayne Boulevard  
Miami, Florida 33138

**ARTICLE VIII. INCORPORATORS**

The names and addresses of the incorporator is:

ANNE G. TELASCO, ESQ.  
7320 Biscayne Boulevard  
Miami, Florida 33138

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**ARTICLE IX. DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director of this corporation is:

ANNE G. TELASCO, ESQ.  
7320 Biscayne Boulevard  
Miami, Florida 33138  
President, Secretary and Treasurer

**ARTICLE X. BY LAWS**

The internal affairs of the corporation are to be regulated and managed in accordance with the by-laws of the corporation as adopted by its shareholders.

**ARTICLE XI. DISSOLUTION**

The corporation may be dissolved at any time by its shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders.

**ARTICLE XII. PRINCIPAL PLACE OF BUSINESS**

The corporation's principal place of business is:

7320 Biscayne Blvd.  
Miami, Florida 33138

**ARTICLE XIII. INDEMNIFICATION**

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

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**ARTICLE XIV. INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, The action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

**ARTICLE XV. AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XVI. DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or by bylaws. (FS S607.111).

**ARTICLE XVII. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions or the issue of the shares, and inviting him to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

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**ARTICLE XVIII. DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of Directors or of a Committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

(1) If the fact of such common directorship, officership or financial interest is disclosed or know to the Board or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(2) If such common directorship, officership or financial interest is disclosed or know to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(3) If the contract or transaction fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

**ARTICLE XIX. MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meeting of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XX. VOTING RIGHTS**

Each share of common stock of this corporation shall

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entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

IN WITNESS WHEREOF, the undersigned incorporators of this corporation, have executed these Articles of Incorporation this 2nd day of March, 1999.

  
ANNE G. TELASCO  
Incorporator

STATE OF FLORIDA )  
                              ) SS:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ANNE G. TELASCO who after first being duly sworn, deposes and says, under oath, that she is the incorporator named in the foregoing Articles of Incorporation, that she has read the Articles of Incorporation, and she executed the same freely and voluntarily and for the uses and purpose therein described.

The foregoing instrument was acknowledge before me this 2<sup>nd</sup> day of March, 1999 by ANNE G. TELASCO who produced their current Florida Driver's Licenses as identification.

My commission expires:

  
Signature of Notary

NOTARY PUBLIC - STATE OF FLORIDA  
LOIS E. LINDLEY  
COMMISSION # CC801852  
EXPIRES 12-15-2000  
BONDED THRU ASA 1-888-NOTARY1

Lois E. Lindley  
Name of Notary, Typed,  
Printed or Stamped

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**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091 and 607.034, Florida  
statutes (1979), the following is submitted.

1. That **NAECO PUBLISHING & PRODUCTION CORPORATION** desiring  
to qualify under the laws of the State of Florida, with its  
principal place of business at Miami, Dade County, Florida,  
7320 Biscayne Blvd., Miami, Florida 33138 has appointed **ANNE  
G. TELASCO, ESQ.** as its Registered Agent to accept Service of  
Process within the state of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the  
above named corporation at the place designated above,

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to  
comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

DATE this 2nd day of March  
1999.

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TALLAHASSEE FLORIDA

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ANNE G. TELASCO, ESQ.  
Registered Agent

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