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FLORIDA PROFIT CORPORATION OR P.A.

EUBANKS PRODUCTIONS, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 1999

EMPIRE

SUBJECT: EUBANKS ENTERPRISES, INC.
REF: W99000018339

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS EUBANKS ENTERPRISES, INC. DOC #P980009713.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
EUBANKS PRODUCTIONS, INC.

ARTICLE I. NAME

The name of the corporation shall be EUBANKS PRODUCTIONS, INC.

ARTICLE II. TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation is organized to engage in all legally authorized business practices in the State of Florida, and to do any and all acts necessary to fulfilling such endeavors.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$5.00 value stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 973 N.W. 27th Avenue, Unit 2, Fort Lauderdale, FL 33311. The name of the initial registered agent of this corporation at that address is HOWARD EUBANKS, SR.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time according to the ByLaws. The name and address of the initial Director of the corporation is: JEFFREY EUBANKS at 973 N.W. 27th Avenue, Unit 2, Fort Lauderdale, FL 33311.

EDWARD de R. CAYIA, P.A.

432 N.E. THIRD AVENUE
FORT LAUDERDALE, FLORIDA 33301-3234
954/765-1400
FBN: 369421

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ARTICLE VII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is JEFFREY EUBANKS at 973 N.W. 27th, Unit 2, Fort Lauderdale, FL 33311.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal the ByLaws shall be vested in the Board of Directors and shareholders.

ARTICLE IX. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall not be resold or otherwise transferred to other persons unless such shares are first offered to the initial shareholders of the 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 X. CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by written notice delivered to each shareholder three (3) business days prior to the meeting date.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Seventy Five percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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ARTICLE XII. MANAGEMENT OF CORPORATION BY DIRECTORS

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

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

One (1) Director shall constitute a quorum for a meeting of the Directors. If a quorum is present, the affirmative vote of the majority of the Directors present shall be the act of the Board of Directors.

ARTICLE XIV. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone, as provided by law.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI. INDEMNIFICATION

This corporation shall indemnify all officers or Directors or any former officer or Director, to the full extent permitted by law, provided they were acting in good faith and in the best interests of the corporation.

ARTICLE XVII. AMENDMENT

This corporation reserves the right to amend or repent any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject

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to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5 day of August, 1999.

Jeffrey L. Eubanks
JEFFREY EUBANKS, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on August 5, 1999 by JEFFREY EUBANKS, who is personally known to be, or who identified himself by FL D.L. E152-432-73-461-0, on oath.



Edward Cayla
My Commission CG270845
Expires August 10, 2001

Edward Cayla
Notary Public - State of Florida
at Large

My commission expires:

The undersigned, having been named as Registered Agent to accept Service of Process for EUBANKS PRODUCTIONS, INC., at 973 N.W. 27th Avenue, Suite 2, Fort Lauderdale, FL 33311, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the complete and proper performance of his duties.

Howard Eubanks Sr.
HOWARD EUBANKS, SR., Registered Agent

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TALLAHASSEE, FLORIDA

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