

P99000073551

LAW OFFICES OF

PETER A. GONZALEZ, P. A.

THE COLONNADE, SUITE 710  
2333 PONCE DE LEON BOULEVARD  
CORAL GABLES, FL 33134

99 AUG 12 AM 10:11

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF COUNSEL TO:  
ST. LOUIS & MARTINEZ, P.A.

August 11, 1999

EFFECTIVE DATE

8-11-99

Florida Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

**BY FEDEX**

600002957886--5  
-08/12/99-01045-002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Cinema Electronica, Inc.

To Whom It May Concern:

Enclosed herewith for filing are the Articles of Incorporation of the captioned company. I kindly request a certified copy of the Articles. Also enclosed is my check no. 1169, in the amount of \$122.50, made payable to the Florida Department of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,



Pedro A. Gonzalez

PAGjlr  
Enclosures

8/18/99 ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**CINEMA ELECTRONICA, INC.**

FILED  
99 AUG 12 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
8-11-99

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Cinema Electronica, Inc. Its principal office and mailing address is 550 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE II - DURATION**

The effective date of this Corporation shall be August 11, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida, including, but not limited to, the invention, design, development, marketing, promotion and sale of goods and/or services through the internet, the media or other mediums.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Pedro A. Gonzalez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of director(s) may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Eugene W. Rodriguez	550 Washington Avenue Miami Beach, Florida 33139

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name ..... Address .....

Pedro A. Gonzalez

The Colonnade, Suite 710  
2333 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

Pedro A. Gonzalez,  
Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

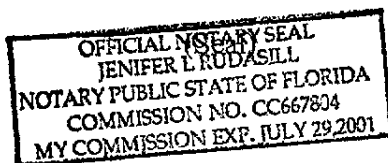
The foregoing Articles of Incorporation of Cinema Electronica, Inc., were acknowledged before me this 11<sup>th</sup> day of August, 1999, by Pedro A. Gonzalez, as Incorporator.

Notary Public, State of Florida

Name: \_\_\_\_\_

Commission Number:

My Commission Expires :



**ACCEPTANCE OF REGISTERED AGENT**

FILED

99 AUG 12 AM 10:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Cinema Electronica, Inc., at the place designated in the Articles of Incorporation, Pedro A. Gonzalez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 11, 1999.

  
Pedro A. Gonzalez