

TRANSMITTAL LETTER

P 99 0000 88197

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

100003004431-6  
-10/04/99--01109--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

Celestial Films, Inc.

(Proposed corporate name - must include suffix)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -4 AM 10:03

FILED

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 of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Michelle Jayme

Name (Printed or typed)

6410 SW 30<sup>th</sup> Street

Address

miami, FL. 33155

City, State & Zip

305-668-6007

Daytime Telephone number

F. CHESER

OCT 5 1999

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

**ARTICLES OF INCORPORATION FOR  
CELESTIAL FILMS, INC.**

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is CELESTIAL FILMS, INC. The principle office or the mailing address of the Corporation is 6410 SW 30 Street, Miami, Florida 33155, subject to change and relocation by the Board of Directors.

**ARTICLE II  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The capital stock of the Corporation shall be 10 shares of common stock having a par value of \$10.00.

**ARTICLE IV  
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 6410 SW 30 Street, Miami, Florida 33155, and the name of the initial registered agent as such address is Michelle Jayme.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator is:

Michelle Jayme  
6410 SW 30 Street  
Miami, Florida 33155

**ARTICLE VI  
DIRECTORS**

The business of the Corporation shall be managed by its Board of Directors. The number of Directors shall be as provided in the Bylaws of the Corporation but shall never be less than one. Except as limited by these Articles of Incorporation or Bylaws of the Corporation, the Directors shall have all powers granted to them by the laws of the State of Florida.

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**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of two Directors. The names and addresses of the initial Board of Directors is:

Michelle Jayme  
6410 SW 30 Street  
Miami, Florida 33155

April Ann Ruane  
5372 NW 5 Avenue  
Fort Lauderdale, Florida 33309

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TALLAHASSEE, FLORIDA

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**ARTICLE VIII  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders. Any Bylaws adopted by the Board of Directors or the shareholders may be altered amended or repealed by the other group except that any Bylaws adopted by the shareholders may provide that it can only be altered, amended, or repealed by the shareholders.

**ARTICLE IX  
AMENDEMENT**

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the laws of the State of Florida or as follows:

- A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholder meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;
- B. All the Directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting there intention that the change shall thereby be adopted;
- C. The shareholders may amend or appeal these Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given; or
- D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the Directors.

DATED this 27<sup>th</sup> day of September, 1999.

BY Michelle Jayme  
MICHELLE JAYME  
Incorporator

**ACCEPTANCE**

I Hereby accept to act as initial Registered Agent for CELESTIAL FILMS, INC., as stated in these Articles of Incorporation.

BY Michelle Jayme  
MICHELLE JAYME  
Registered Agent