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Florida Department of State  
Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ARTOONS, INC.**

Certificate of Status	0
Certified Copy	1
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

November 30, 1999

EMPIRE

SUBJECT: ARTOONS, INC.  
REF: W99000027279

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

PLEASE REMOVE THE SIGNATURE OFF THE CERTIFICATE PAGE OF THE RA.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: B99000030305  
Letter Number: 799A00056614

**H99000030305****ARTICLES OF INCORPORATION****OF****ARTOONS, INC.****ARTICLE I - NAME**

The name of the corporation is ARTOONS, INC. (hereinafter called the "Corporation").

**ARTICLE II - PURPOSE**

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, and to act as general partner in any one or more limited partnerships in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

**THIS INSTRUMENT PREPARED BY:**

LEONARDO F. BRITO P.A.  
NationsBank Tower  
100 SE 2<sup>nd</sup> Street  
Suite 3850  
Miami, Florida 33131  
Florida Bar # 0615730  
(305) 373-5411

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C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

### ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value \$.01 per share.

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**H99000030305****ARTICLE IV - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is NationsBank Tower, 100 SE 2<sup>nd</sup> Street, Suite 3850, Miami, Florida 33131 and the name of the initial registered agent of the Corporation at that address is Leonardo F. Brito, P.A..

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 1251 Fair Lake Trace, #410, Weston, Florida 33326.

**ARTICLE VI - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than ONE HUNDRED DOLLARS AND NO CENTS (\$100.00)

**ARTICLE VII**

This corporation is to exist perpetually.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have no less than 1 and no more than 10 directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than 1. The Corporation shall have 1 director initially in the capacity indicated below, and his name and address is as follows: Leonardo Arias, President, Segurola 359, Capital Federal, Cod. 1407, Argentina, Cristina Tozzini, , Segurola 359,

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Capital Federal, Cod. 1407, Argentina, Eva Cajigas, Secretary Garzon 3922, Capital Federal, Cod. 1407 Argentina, Mariano Marina, 1251 Fair Lak Trace 410, Weston, Florida 33326.

**ARTICLE IX-INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

**ARTICLE X - INCORPORATOR**

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

Leonardo Arias, Segurola 359, Capital Federal, Cod. 1407, Argentina.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

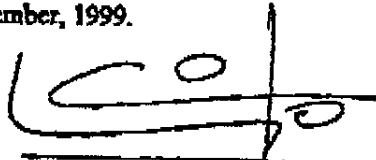
Every Amendment shall be approved by the Board of Directors, proposed by them to the

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Stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of November, 1999.

A handwritten signature in black ink, appearing to be 'Leonardo Arias', written over a horizontal line.

Name: Leonardo Arias  
Incorporator

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

LEONARDO F. BRITO, P.A.

SIGNATURE:

BY: LEONARDO F. BRITO, PRESIDENT

DATE: 232

Leon1999/Alexandra rider/articles of inc.

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**H99000030305**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST - THAT ARTOONS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY  
OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LEONARDO F. BRITO,  
P.A. OF NATIONSBANK TOWER, 100 SE 2<sup>ND</sup> STREET, SUITE 3850, MIAMI, COUNTY OF  
DADE, STATE OF FLORIDA, 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

SIGNATURE:

Name: Leonardo F. Brito**H99000030305**