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LAW OFFICES

Paul M. Kade

Dadeland Towers North • Suite 408  
9300 South Dadeland Boulevard  
Miami, Florida 33156-2719

FILED

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Tel.: (305) 670-6929  
Fax: (305) 670-9990

Admitted in Florida  
and North Carolina

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 10, 2000

EFFECTIVE DATE  
08/10/00

Florida Department of State  
Division of Corporations  
409 East Gainesville Street  
Tallahassee, Florida 32399

Re: **GALLIANO STUDIOS, INC.**  
**File No : 1417.1**

200003355322--1  
-08/14/00--01088--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

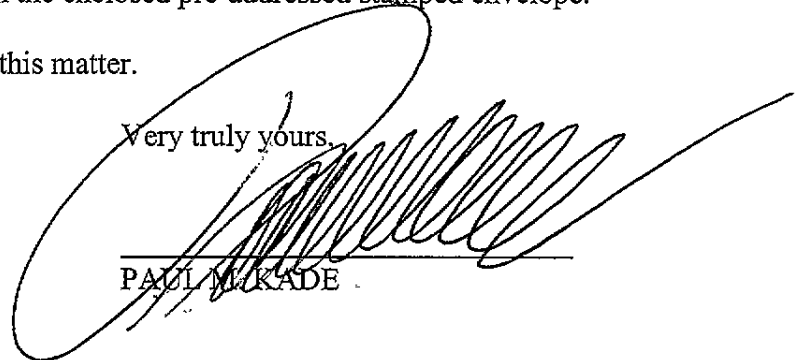
Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for GALLIANO STUDIOS, INC. Also enclosed is a check in the amount of \$87.50 to pay for filing of the Articles of Incorporation, a certified copy the Articles of Incorporation, and a Certificate of Status for GALLIANO STUDIOS, INC.

We would appreciate your forwarding the certified copies of the Articles of Incorporation and the Certificate of Status to our office in the enclosed pre-addressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,



PAUL M. KADE

PMK:krq  
Enclosures

8/2/00

ARTICLES OF INCORPORATION

OF

GALLIANO STUDIOS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is GALLIANO STUDIOS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be:

9525 S.W. 163<sup>rd</sup> Court  
Miami, Florida 33196

EFFECTIVE DATE

08/10/00

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this corporation shall be 9525 S.W. 163<sup>rd</sup> Court, Miami, Florida 33196, and the initial registered agent of this Corporation at such office shall be Frances Galliano Hollman, 9525 S.W. 163<sup>rd</sup> Court, Miami, Florida 33196, who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The names and addresses of the directors constituting the initial Board of Directors are:

**Kenneth W. Hollman**  
9525 S.W. 163 Court  
Miami, Florida 33196

**Frances Galliano Hollman**  
9525 S.W. 163 Court  
Miami, Florida 33196

## ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

## ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

## ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of stock in the corporation to third parties must be approved in advance by the owners of not less than sixty-one percent (61%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

## ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of at least 61% of the shareholders.

ARTICLE XII - INCORPORATOR

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

**Kenneth W. Hollman**  
9525 S.W. 163 Court  
Miami, Florida 33196

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence as of the date of subscription and acknowledgment of these Articles of Incorporation.

DATED this 10<sup>th</sup> day of August, 2000.

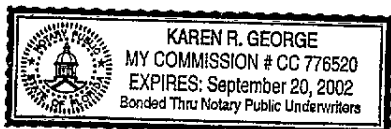
Kenneth W. Hollman  
Kenneth W. Hollman, Incorporator

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

The foregoing Articles of Incorporation of GALLIANO STUDIOS, INC. were acknowledged before me this 10<sup>th</sup> day of August, 2000, by Kenneth W. Hollman, as Incorporator.

Karen R. George  
NOTARY PUBLIC  
State of Florida at Large

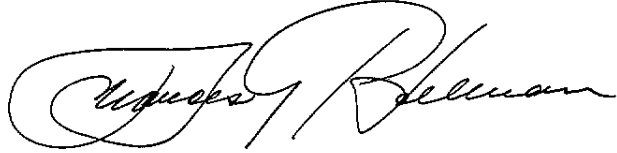
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GALLIANO STUDIOS, INC. at the place designated in the Articles of Incorporation, I, FRANCES GALLIANO HOLLMAN agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 10 day of AUGUST, 2000.



FRANCES GALLIANO HOLLMAN,  
Registered Agent

FILED  
00 AUG 14 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA