

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-0100 FAX

000-142-8086

P96000101275



PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 189870 81507A

AUTHORIZATION :

COST LIMIT : *Patricia Project* 12 '50

FILED  
STATE OF FLORIDA  
CLERK OF CIRCUIT COURT  
96 DEC 16 PM 2:00

ORDER DATE : December 16, 1996

ORDER TIME : 1:15 PM

ORDER NO. : 189870-005

CUSTOMER NO: 81507A

CUSTOMER: Susan Kerns, Legal Assistant  
LYONS & BEAUDRY, PA

000002029670--3

1605 Main Street, Suite 1111

Sarasota, FL 34236

DOMESTIC FILING

NAME: DEVERE FILMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
STATE OF FLORIDA  
CLERK OF CIRCUIT COURT  
96 DEC 16 PM 1:57

*12/16*

ARTICLES OF INCORPORATION

OF

DeVere Films, Inc.

RECEIVED  
SECRETARY OF STATE  
56 DEC 16 PM 2:00

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be DeVere Films, Inc., and its principal place of business shall be 2610 Mall Drive, Sarasota, FL 34231.

ARTICLE II. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00.

ARTICLE IV. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually. The date of commencement of corporate existence is the date of filing of these Articles of Incorporation.

ARTICLE V. - DIRECTORS

This corporation shall have one (1) director, initially. The

number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Wesley C. Roberts	2610 Mall Drive Sarasota, FL 34231

#### ARTICLE VI.

##### INCORPORATOR, REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

<u>Registered Agent:</u>	<u>Registered Office:</u>
R. Craig Harrison, Esq.	c/o Lyons & Beaudry, P.A. 1605 Main Street, #1111 Sarasota, FL 34236

<u>Incorporator:</u>	
Wesley C. Roberts	2610 Mall Drive Sarasota, FL 34231

#### ARTICLE VII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate

representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE VIII - PRE-EMPTIVE

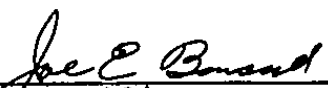
Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

IN WITNESS WHEREOF, the above named Incorporator to these Articles of Incorporation set his hand and seal this 28<sup>th</sup> day of November, 1996.

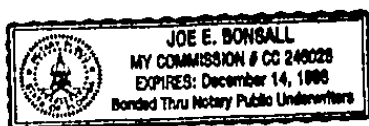
  
\_\_\_\_\_  
WESLEY C. ROBERTS, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of November, 1996, by WESLEY C. ROBERTS, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
Printed Name JOE E. BONSALE

My Commission Expires:



RECEIVED  
CLERK OF COURT  
JAN 2 00  
99 DEC 19 PM 2:00

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that DeVere Films, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Sarasota, County of Sarasota, State of Florida, has named R. Craig Harrison, Esq., Lyons & Beaudry, P.A., 1605 Main Street, #1111, Sarasota, FL 34236, County of Sarasota, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
R. CRAIG HARRISON, ESQ.,  
Resident Agent

LYONS & BEAUDRY, P.A.

ATTORNEYS AT LAW

1000 MAIN STREET, SUITE 1111

SARASOTA, FLORIDA 34230

ROBERT W. BEAUDRY (1920-1991)

JOHN J. LYONS

BOARD CERTIFIED

ESTATE PLANNING

AND TRUST ATTORNEY

CAROL WHITEHEAD YODanis

RAE CRAIG M. YODanis

TELEPHONE

(941) 560-3282

FAX

(941) 954-1484

January 2, 1997

P96000101275

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

Re: DeVere Films, Inc.

Ladies/Gentlemen:

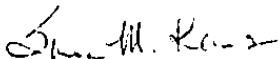
The Articles of Incorporation for the above-referenced corporation were filed with the Division on December 16, 1996. The document number for the corporation is P96000101275. It has come to our attention that the address for the corporation was incorrectly shown in the Articles.

Accordingly, please amend your records to reflect the correct address for the corporation, which is:

DeVere Films, Inc.  
2621 Mall Drive  
Sarasota, FL 34231

Thank you for your prompt attention to this matter. If you have any questions, please feel free to call.

Sincerely,



Susan M. Kerns  
Paralegal

#4278H

KS 1/8