

TRANSMITTAL LETTER

P98000057571

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

000002573210--8  
-06/26/98--01020--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Autumn Entertainment, Inc.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
7/1/98

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

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John William Rogers  
Name (Printed or typed)

1490 Bass Circle  
Address

Fort Myers, FL 33919  
City, State & Zip

941 - 489 - 4090  
Daytime Telephone number

FILED  
98 JUN 26 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 26 1998

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

**ARTICLES OF INCORPORATION  
OF  
AUTUMN ENTERTAINMENT, INC.**

EFFECTIVE DATE

7/1/98

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION FOR  
PROFIT UNDER CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE I - NAME**

THE NAME OF THE CORPORATION SHALL BE:

**AUTUMN ENTERTAINMENT, INC.**

THE ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE:

**1490 BASS CIRCLE, FORT MYERS, FLORIDA 33919.**

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:

**1490 BASS CIRCLE, FORT MYERS, FLORIDA 33919.**

**ARTICLE II - NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL  
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES,  
THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTY, TERRITORY OR  
NATION.

\* FILED  
98 JUN 26 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE III - EFFECTIVE TIME AND DATE OF CORPORATION**

THE CORPORATION SHALL BECOME EFFECTIVE AT MIDNIGHT (12:00AM) ON WEDNESDAY, JULY 1, 1998.

### **ARTICLE IV - TERM OF EXISTENCE**

THE CORPORATION SHALL EXIST PERPETUALLY OR UNTIL DISSOLVED BY DUE PROCESS OF LAW.

### **ARTICLE V - PREEMPTIVE RIGHTS**

THE CORPORATION ELECTS TO HAVE PREEMPTIVE RIGHTS.

### **ARTICLE VI - CAPITAL STOCK**

THE CORPORATION IS AUTHORIZED TO ISSUE PAR VALUE COMMON STOCK AS DESCRIBED BELOW, AND NONE OTHER:

**MAXIMUM NUMBER OF SHARES = 20,000**

**PAR VALUE PER SHARE = \$1.00**

THE AUTHORIZED SHARES OF PAR VALUE STOCK MAY BE ISSUED ONLY FOR A CONSIDERATION HAVING A VALUE, IN THE JUDGMENT OF THE BOARD OF DIRECTORS, EQUIVALENT AT LEAST TO THE FULL PAR VALUE OF THE STOCK SO TO BE ISSUED. SUCH CONSIDERATION MAY BE IN THE FORM OF CASH, REAL PROPERTY, TANGIBLE PERSONAL PROPERTY, INTANGIBLE PERSONAL PROPERTY,

LABOR OR SERVICES RENDERED, OR ANY COMBINATION OF THE FOREGOING.

EACH SHARE OF COMMON STOCK OF THIS CORPORATION SHALL ENTITLE THE HOLDER OF RECORD THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT A LAWFUL MEETING OF THE SHAREHOLDERS.

NO SHAREHOLDER OF COMMON STOCK OF THIS CORPORATION SHALL BE ENTITLED TO ANY RIGHT OF CUMULATIVE VOTING.

## **ARTICLE VII - REGISTERED AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE:

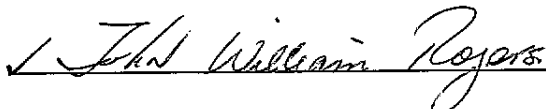
**1490 BASS CIRCLE, FORT MYERS, FLORIDA 33919.**

THE CORPORATION MAY ALSO MAINTAIN ITS PRINCIPAL OFFICE AND BRANCH OFFICES AT SUCH PLACES AND IN SUCH STATES AND FOREIGN COUNTRIES AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME BY RESOLUTION PROVIDE.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THE AFOREMENTIONED ADDRESS IS:

**JOHN WILLIAM ROGERS**

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

A handwritten signature in cursive script that reads "John William Rogers". The signature is written in black ink and is positioned above a solid horizontal line.

SIGNATURE OF JOHN WILLIAM ROGERS, REGISTERED AGENT

## **ARTICLE VIII- BOARD OF DIRECTORS**

THE BUSINESS OF THE CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) NOR MORE THAN TEN (10) PERSONS. THE BOARD OF DIRECTORS SHALL BE ELECTED AT THE ANNUAL MEETING OF THE STOCKHOLDERS OF THIS CORPORATION. THEY SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED. THE NAME AND STREET ADDRESS OF THE INITIAL DIRECTORS WHO ARE TO CONDUCT THE AFFAIRS OF THE CORPORATION:

**JOHN WILLIAM ROGERS            1490 BASS CIRCLE, FT MYERS, FL 33919**

**WILLIAM LAWRENCE SCHREIBER 1490 BASS CIRCLE, FT MYERS, FL 33919**

## **ARTICLE IX - OFFICERS OF THE CORPORATION**

THE NAME AND TITLE OF THE INITIAL OFFICERS OF THE CORPORATION:

**WILLIAM LAWRENCE SCHREIBER            PRESIDENT AND SECRETARY**

**JOHN WILLIAM ROGERS                      VICE PRESIDENT AND TREASURER**

## ARTICLE X- MISCELLANEOUS

NO CONTRACT OR OTHER TRANSACTIONS BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OF THIS CORPORATION IS OR ARE INTERESTED IN, OR IS A DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION.

UPON ELECTION OF THE BOARD OF DIRECTORS BY THE STOCKHOLDERS, SUCH BOARD SHALL MANGE THE BUSINESS AND AFFAIRS OF THE CORPORATION, WITHOUT THE NEED OF FURTHER AUTHORIZATION FROM THE STOCKHOLDERS, EXCEPT AS PROVIDED BY LAW, OR OTHERWISE HEREIN.

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN A MANNER NOW OR HEREAFTER PRESCRIBED BY LAW; AND ALL RIGHTS CONFERRED UPON STOCKHOLDERS HEREIN ARE GRANTED SUBJECT TO THAT RESERVATION.

ANY INCORPORATOR OR SHAREHOLDER PRESENT AT ANY MEETING, EITHER IN PERSON OR BY PROXY, AND ANY DIRECTORS PRESENT IN PERSON AT ANY MEETING OF THE BOARD OF DIRECTORS SHALL CONCLUSIVELY BE DEEMED TO HAVE RECEIVED PROPER NOTICE OF SUCH MEETING UNLESS HE SHALL MAKE OBJECTION AT SUCH MEETING TO ANY DEFECT OR INSUFFICIENCY OF NOTICE.

THE CORPORATION SHALL INDEMNIFY ALL OFFICERS AND DIRECTORS OF THE CORPORATION TO THE FULLEST EXTENT PERMITTED BY LAW.

**ARTICLE XI- INCORPORATOR**

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLE OF  
INCORPORATION IS:

**JOHN WILLIAM ROGERS, 1490 BASS CIRCLE, FORT MYERS, FL 33919**

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS  
EXECUTED THESE ARTICLES OF INCORPORATION, THIS 27 DAY OF  
June, 1998.

*John W. Rogers*

SIGNATURE OF INCORPORATOR

STATE OF FLORIDA            )  
  )    SS:  
COUNTY OF LEE             )

FILED  
98 JUN 26 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and  
County set forth above, personally appeared JOHN WILLIAM ROGERS known to me and  
known by me to be the person who executed the foregoing Articles of Incorporation, and he  
acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and  
County aforesaid, this 27th day of June, 1998.

My Commission Expires: *Michelle Haller*  
Notary Public

