FILED Department of State Division of Corporations P. O. Box 6327 600003044576--5 Tallahassee, FL 32314 11/15/99--01126--001 BILL THOMPSON STUDIOS, INC SUBJECT: (Proposed corporate name - must include suffix) . Enclosed is an original and one(1) copy of the articles of incorporation and a check for : \$70.00 **X** \$78.75 **\$78.75** \$87.50 Filing Fee Filing Fee Filing Fee Filing Fee, & Certificate of Status & Certified Copy Certified Copy & Certificate of Status ADDITIONAL COPY REQUIRED FROM: BILL THOMPSON STUDIOS Name (Printed or typed) 3046 CAROLINE Crest Drive EAST

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

Daytime Telephone number

964-564-9194

ARTICLES OF INCORPORATION

The undersigned incorporation, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be BILL THOMPSON STUDIOS, INC.

ARTICLE II PRINCIPAL OFFICE

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

(a) Business address is 3046 Caroline Crest Drive East, Jacksonville, FL 32225-7601

(b) Mailing address is Post Office Box 350976, Jacksonville, FL 32235-0976

ARTICLE III

SHARES

The number of shares of capital stock that this corporation is authorized to issue or have outstanding at any one time is 10, 000 shares having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial registered agent is 3046 Caroline Crest Drive East, Jacksonville, FL 32225-7601, and the name of the initial registered agent of this corporation at that address is William W. Thompson III.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Pamela Reed Thompson, 3046 Caroline Crest Drive East, Jacksonville, FL 32225-7601.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Signature/Registered Agent

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Date

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