

N000000000687

HUDSON & ASSOCIATES, P.A.

Attorneys and Counselors at Law

224 Datura Street, The Harvey Building, Suite 1300

West Palm Beach, Florida 33401

561.835.9588

Fax: 561.835.1318

January 21, 2000

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

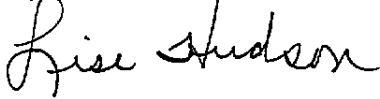
**RE: C & F Productions and Solutions, Inc.**

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Please file and return in the self addressed stamped envelope a certified copy of same. Enclosed you will find a check in the amount of \$78.75 to cover the cost of filing same.

Thank you in advance for your prompt attention and cooperation in this matter.

Very Truly Yours,



Lise L. Hudson

400003113314--9

-01/27/00-01095-012

\*\*\*\*\*78.75 \*\*\*\*\*78.75

**ARTICLES OF INCORPORATION**

**C & F Productions and Solutions, Inc.**

WE, the undersigned, form this **CORPORATION NOT FOR PROFIT** pursuant to Chapter 617 et. seq. of the Florida Statutes.

**ARTICLE I**

The name of the corporation is C & F Productions and Solutions, Inc.

The address of the principal office and mailing address of the corporation is: 10415 Riverside Drive, Palm Beach Gardens, Florida 33410.

**ARTICLE II**

The corporation shall exist perpetually.

**ARTICLE III**

The purpose of this NOT FOR-PROFIT Corporation is to provide video and audio production and duplication for secular and non-secular markets. The Corporation shall also undertake any other business activity necessary to proceed with the above statement. This corporation shall exist in a manner consistent with the laws of the State of Florida, and the United States of America.

## **ARTICLE IV**

### **Directors and Members**

The qualifications for and manner of admission of Directors, and Members shall be regulated by the By-Laws. Furthermore, the By-Laws shall regulate the powers of the Corporation as long as any provision is not inconsistent with the Florida Statute 617 et. seq., or with any other laws.

## **ARTICLE V**

### **Registered Office**

The initial registered office of the corporation is and its registered agent is:

Lise L. Hudson  
301 Clematis Street, Suite 3000  
West Palm Beach, FL 33401

## **ARTICLE VI**

### **DIRECTORS**

The corporation shall have three (3) director(s) initially. The number of directors may be changed from time to time by the By-Laws. The name and address of each person who is to serve as a director is:

Carl Ray Smith  
President  
6140 Barbara Street  
Jupiter, Florida 33458

and

Franziska M. Smith  
6140 Barbara Street  
Jupiter, Florida 33458

and  
Natascha Johanna Benevides  
6140 Barbara Street  
Jupiter, Florida 33458

**ARTICLE VII**  
**INCORPORATORS**

The name and address of the incorporator is:

Carl Ray Smith  
President  
6140 Barbara Street  
Jupiter, Florida 33458

and

Franziska M. Smith  
6140 Barbara Street  
Jupiter, Florida 33458

and

Natascha Johanna Benevides  
6140 Barbara Street  
Jupiter, Florida 33458

**ARTICLE VIII**

**BY-LAWS**

The By-Laws of the corporation shall be adopted by the Board of Directors.

Dated: 12/30/99

Carl R. Smith  
Carl Ray Smith

Dated: 12/30/99

Franziska M. Smith  
Franziska M. Smith

Dated: 12/30/99

Natascha J. Benevides  
Natascha Johanna Benevides

STATE OF FLORIDA )

)  
ss.

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared **Carl Ray Smith, Franziska M. Smith and Natascha Johanna Benevides**, personally known to me ✓, or produced identification \_\_\_\_\_, Type of identification produced \_\_\_\_\_.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at West Palm Beach, Florida, this 30<sup>th</sup> day of December 1999.

Lise Hudson  
Notary Public  
State of Florida at Large

Lise Hudson  
PRINT, OR TYPE NAME

My Commission Expires:

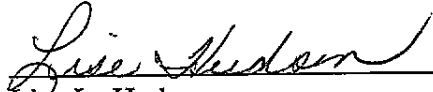
The foregoing instrument was acknowledged before me on the 30<sup>th</sup> day of December, 1999.

Lise Hudson  
Notary Public

My commission expires:

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Resident Agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation. All process shall be served at: 301 Clematis Street, Suite 3000, West Palm Beach, Florida 33401.

  
Lise L. Hudson