

# GRAY, HARRIS & ROBINSON

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March 3, 2000

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

### Via Hand Delivery

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-03/03/00-01078-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Articles of Incorporation** for the following entity:

**STUDIO OP'S, INC.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR2.71  
Stiglitz/187052-1

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ORLANDO  
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00 MAR -3 AM 11:40  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32301

RECEIVED MAR 03 2000

## ARTICLES OF INCORPORATION

OF

### STUDIO OP'S, INC.

The undersigned, acting as the incorporator of STUDIO OP'S, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

#### ARTICLE I - NAME

The name of the Corporation is STUDIO OP'S, INC. The mailing address of the Corporation shall be 505 Peachtree Road, Orlando, FL 32804.

#### ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

#### ARTICLE III - DURATION

The Corporation shall exist perpetually.

#### ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One Cent (\$.01) per share.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

201 E. Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Jack K. McMullen

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Hugh E. Darley, Jr.	505 Peachtree Road Orlando, FL 32804

## ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Jack K. McMullen	201 East Pine Street, Suite 1200 Orlando, Florida 32801


ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 2000.

  
\_\_\_\_\_  
Jack K. McMullen  
Incorporator

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Jack K. McMullen

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00 MAR -3 PM 12:51  
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TALLAHASSEE, FLORIDA