

TRANSMITTAL LETTER

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

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-06/20/00--01053--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Motron Image, Inc.  
(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 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☒ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FILED  
00 JUN 20 PM 14:03  
TALLAHASSEE, FL  
SECRETARY OF STATE

FROM: John J Brown  
Name (Printed or typed)

1570 Park Terrace West  
Address

Atlantic Beach, FL 32233  
City, State & Zip

(904) 534-5541  
Daytime Telephone number

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

3. Thompson JUN 23 2000

# ARTICLES OF INCORPORATION

OF

**MOTION IMAGE, INC.**

## ARTICLE I – NAME

The name of this corporation shall be:

**MOTION IMAGE, INC.**

## ARTICLE II – NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

## 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 at no par value.

## ARTICLE IV – PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

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00 JUN 20 PM 4:03  
TALLAHASSEE FL CLERK

## **ARTICLE V – TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VI – PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be 1570 Park Terrace West, Atlantic Beach, Florida 32233.

## **ARTICLE VII – INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is John J. Brown, 1570 Park Terrace West, Atlantic Beach, Florida 32233.

## **ARTICLE VIII – DIRECTORS**

This corporation shall not have more than one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders.

## **ARTICLE IX – INITIAL DIRECTORS AND OFFICERS**

The name and address of the Initial Director and Officers are:

Name	Address
John J. Brown D/P/T	1570 Park Terrace West Atlantic Beach, Florida 32233
Camillus A. Brown S	1570 Park Terrace West Atlantic Beach, Florida 32233

## **ARTICLE X – INCORPORATOR**

The name and street address of the Incorporator of these articles of Incorporation is:

Name	Address
John J. Brown	1570 Park Terrace West Atlantic Beach, Florida 32233

## **ARTICLE XI – AMENDMENTS**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors

and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XII – SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.


## ARTICLE XIII - EFFECTIVE DATE

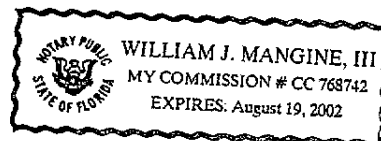
These articles of Incorporation shall be effective on the date of filing.

  
\_\_\_\_\_  
John J. Brown  
Incorporator  
1570 Park Terrace West  
Atlantic Beach, FL 32233

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared \_\_\_\_\_ to me know to be the person described as subscribed in an executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 19<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 8/19/02



## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.051, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

**MOTION IMAGE, INC.**

The name and address of the Registered Agent and Office is:

John J. Brown  
1570 Park Terrace West  
Atlantic Beach, Florida 32233

SIGNATURE

TITLE

DATE

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

DATE