

P01000019511

FLORIDA DIVISION OF CORPORATIONS

P.O. Box 6327

Tallahassee, FL 32314

409 E. Gaines St.

Tallahassee, FL 32399

Re: Indra Productions, Inc.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation, together with the Certificate for Resident Agent and a check to cover filing cost and cost of a certified copy.

Please forward a certified copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



Mr. Archie R. Scott  
16375, Forzando Avenue  
Brooksville, FL 34604

Incl. \$152.50

352-544 0706

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KR  
2/22

W01-3804

ARTICLES OF INCORPORATION

OF

INDRA PRODUCTIONS, INC.,

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is INDRA PRODUCTIONS, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 16375 Forzando Avenue, Brooksville, Florida 34604, and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Archie R. Scott  
16375 Forzando Avenue  
Brooksville, Florida 34604

ARTICLE 5 - OFFICER

The officers of the Corporation shall be:

President: Archie R. Scott  
Secretary: Archie R. Scott  
Treasurer: Archie R. Scott

whose addresses shall be the same as the principal office of the Corporation.

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TALLAHASSEE, FLORIDA

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Archie R. Scott

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as proved in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 11- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE 12 - REGISTERED OWNER(S)

The Corporation to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Archie R. Scott, 16375, Forzando Avenue. Brooksville, Fl 34604. The name and address of the registered agent of this Corporation is Archie R. Scott, 16375, Forzando Avenue. Brooksville, Fl 34604.

#### ARTICLE 14 - BYLAWS

The Board of Directors(S) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


#### ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE 17.. REGISTERED AGENT AND REGISTERED OFFICE. The registered agent of this corporation is Archie R. Scott. The registered office of this corporation is 16375, Forzando Avenue, Brooksville, FL 34604.

 (SEAL)

STATE OF FLORIDA       )  
                                      )  
COUNTY OF HERNANDO       )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared Archie R. Scott to me well known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that He subscribed to these Articles of Incorporation.

WITNESS my hand and seal at Spring Hill, Hernando County Florida,  
this 7 day of February, 2001.

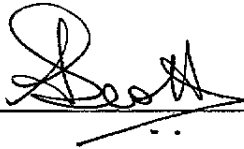
  
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

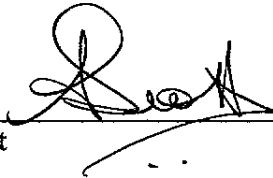
FIRST. That INDRA PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 16375 Forzando Avenue, Brooksville, FL 34604, has named Archie R. Scott, located at 16375 Forzando Avenue, Brooksville, FL 34604, as its agent to accept service of process within Florida.



\_\_\_\_\_  
President

Date 2/16/01

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



\_\_\_\_\_  
Resident Agent

**FILED**  
01 FEB 22 AM 10:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA