

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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P02000009494

Spotlight Studio, Inc

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*****87.50 *****87.50

Art of Inc. File _____
 LTD Partnership File _____
 Foreign Corp. File _____
 L.C. File _____
 Fictitious Name File _____
 Trade/Service Mark _____
 Merger File _____
 Art. of Amend. File _____
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
 UCC 11 Search _____ **J. BRYAN** JAN 28 2002
 UCC 11 Retrieval _____
 Courier _____

FILED

**RECEIVED
1/28/02
SPECIAL AGENT
TALLAHASSEE, FLORIDA
STATE OF FLORIDA**

Signature _____

Requested by *dw* 1/28
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
SPOTLIGHT STUDIO, INC.

FILED
02 JAN 28 PM 2:11
SECY. TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
Name

The name of the Corporation is Spotlight Studio, Inc.

Address

The principal mailing address of the Corporation is 16226 Fantasia Drive, Tampa, Florida 33624.

ARTICLE II
Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation is filed, as provided by Section 607.0203(1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses, but the primary business purpose is development, recruitment, and placement of acting talent and all aspects of theatre productions and video productions.

ARTICLE IV
Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE VI **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Betsy McCoy Benedict, BETSY MCCOY BENEDICT, P.A., One Harbour Place • Suite 130, 777 South Harbour Island Boulevard, Tampa, Florida 33602, and the name of its initial registered agent at such address is Betsy McCoy Benedict.

ARTICLE VII **Director**

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least two but no more than ten directors. The name and address of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Director	Sheri K. Whittington	16226 Fantasia Drive Tampa, Florida 33624

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Betsy McCoy Benedict	777 South Harbour Island Blvd. Suite 130 Tampa, Florida 33602

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

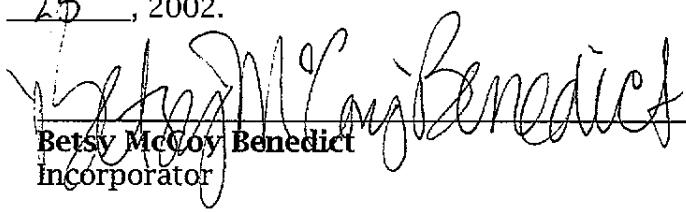
ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
Amendment

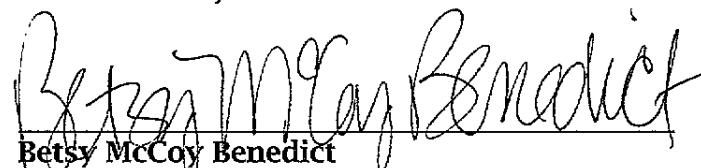
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 25, 2002.


Betsy McCoy Benedict
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at Betsy McCoy Benedict, P.A., One Harbour Place, Suite 130, 777 South Harbour Island Boulevard, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


Betsy McCoy Benedict

Dated: January 25, 2002.

FILED
02 JAN 28 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA