

PO2000041332
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May 3, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

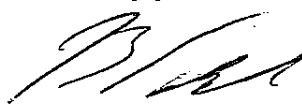
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*****8.75 *****8.75

To Whom It May Concern:

Enclosed please find amended Articles of Incorporation for Melecho Productions, Inc. The incorporator would like to remove all the directors except the two listed in the amended articles. Also, the incorporator had not allowed for enough shares to be issued. Per your phone instructions, enclosed are two checks for a total of \$43.75.

If you have any questions, please do not hesitate to call me.

Sincerely yours,



W. Bartlett Scovill

WBS:ems
Enclosures

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to correct

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 17 PM 1:12

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all
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June 12, 2002

Department of State

Division of Corporations

Attn: Anna Chesnut, Corp. Specialist

P.O. Box 6327

Tallahassee, FL 32399

Re: Melecho Productions, Inc.

Ref. No.: P02000041332

Dear Ms. Chesnut:

Enclosed please find amended Articles of Incorporation for Melecho Productions, Inc. incorporating changes requested in your letter of May 16th.

If anything further is required, please do not hesitate to contact me.

Sincerely yours,



W. Bartlett Scovill

WBS:ems

Enclosures

RECEIVED
02 JUN 17 PM 2:17
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 16, 2002

H. WILLIAM SCOVILL, P.A.
ATTORNEYS AT LAW
1605 MAIN STREET, STE 912
SARASOTA, FL 34236

SUBJECT: MELECHO PRODUCTIONS INC.
Ref. Number: P02000041332

We have received your document for MELECHO PRODUCTIONS INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 202A00031307

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
OF
MELECHO PRODUCTIONS, INC.
(AMENDED)

FILED
02 JUN 17 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **MELECHO PRODUCTIONS, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of the initial Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida, including but not limited to the following:

- A. To conduct any and all lawful business.
- B. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, renovate, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings, or other structures at any time owned or held by the corporation, or any individual or organization who employs the corporation to accomplish the above.
- C. To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal, of mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, "yellow page" type advertising or other similar literature and advertising media.
- D. To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on any such

securities held by it, and to any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and planting, paving, draining, letting on building lease business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

E. To enter into contracts or agreements, to make and purchase materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any of all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, seawalls, sewers, bridges, wells, canals and generally in all classes of buildings, erections and works, both public and private or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

F. To enter into general partnerships, limited partnerships, whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, either jointly or in common with others.

G. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations organized under the laws of the State of Florida or elsewhere, or any bonds, securities or evidences of indebtedness thereof, and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including and right to vote thereon for any and all purposes, and to the extent allowed by the laws of the State of Florida, to aid other corporations by loans, subsidy, guaranty or any other manner whatsoever for the purpose of the preservation, protection, improvement or enhancement in value of the stock of such corporation or the bonds, securities or other obligations thereof, and to do all and any such acts or things designed to accomplish any such purposes.

H. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation domestic or foreign.

I. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations and state or municipal governments, agencies, commissions or other bodies.

J. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications thereof, relating to or useful in connection with any business of the corporation in which the corporation may have an interest as a stockholder or otherwise.

K. To borrow money and contract debts when necessary or desirable for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secure or unsecured, from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or for any of the objects of its business or businesses, to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or other obligations, in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three hereof and the laws of the State of Florida.

L. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount invested.

M. In general, to carry on any other lawful business whatsoever, either independently or in connection with the foregoing and to have all of the powers and do all the acts granted generally or which may hereafter be granted to corporations for profit under the laws of the State of Florida, and to do any and all acts whether herein set forth specifically or otherwise as fully and to the same extent as natural persons might or could do.

N. The enumeration of the foregoing objects, purposes and powers shall not be construed to limit or restrict in any manner the powers of this corporation.

O. To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by said corporation, buildings or other structures with their appurtenances, whether residential, commercial, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures at any time owned by the corporation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Seven Thousand (7,000) shares at One Dollar (\$1.00) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder at the time of the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Board Of Directors are:

MELANIE S. THOMAS
2331 Margaret St.
Sarasota, FL 34231

DEBBIE RUSHING
122 Mallview Ct.
Hot Springs, AR 71913

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's registered office shall be:

2331 Margaret Street
Sarasota, Florida 34237

The name of the individual who shall serve as this corporation's registered agent at that address is:

Melanie S. Thomas

ARTICLE X. INCORPORATOR

The names and addresses of the individual who shall serve as this corporation's incorporators are:

MELANIE S. THOMAS


(100 Shares)

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. ADOPTION

These amended articles are adopted pursuant to unanimous election by all shareholders of this corporation.

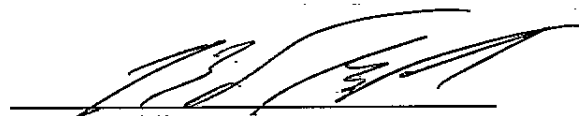

MELANIE S. THOMAS - Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

On 12th day of June, 2002, MELANIE S. THOMAS, designated above as the individual who shall serve as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of **MELECHO PRODUCTIONS, INC.**



William B Scovill
My Commission DD094681
Expires February 24, 2006


Notary Public
My commission expires: 2/24/06
William B. Scovill
Printed Name of Notary Public

I hereby accept my designation as resident agent and agree to serve as the resident agent of **MELECHO PRODUCTIONS, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **MELECHO PRODUCTIONS, INC.**



MELANIE S. THOMAS

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 12th day of June, 2002, MELANIE S. THOMAS, designated above as the individual who shall serve as the corporation's initial registered agent and who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of **MELECHO PRODUCTIONS, INC.**



William B. Scovill
My Commission DD094881
Expires February 24, 2008



Notary Public

My commission expires: 2/24/08

William B. Scovill
Printed Name of Notary Public