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Law Offices Of

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Civil Litigation

Corporate & Business Law

Marital & Family Law

Real Estate Law

Personal Injury & Wrongful Death

Wills, Trusts & Probate

April 16, 2002

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

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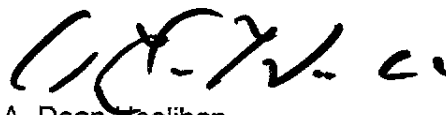
Re: Articles of Incorporation for True Budo Productions, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$78.75 for filing. Please return a certified copy of the Articles of Incorporation at your earliest convenience.

If you have any questions or problems, do not hesitate to contact our office.

Sincerely,



A. Dean Hoolihan

ADH:jmh

Enclosures

cc: Mr. Edward Close

FILED
02 APR 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE APR 24 2002

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**ARTICLES OF INCORPORATION
OF
TRUE BUDO PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is True Budo Productions, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

777 Alderman Road
Palm Harbor, FL 34683

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI
DIRECTORS**

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

Articles of Incorporation

(1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Edward Close | P. O. Box 893 Crystal Beach, FL 34681 |
| Harold Mitchum | 1655 Delia Drive Dacatur, GA 30033 |
| Wilfried Florin | 777 Alderman Road Palm Harbor, FL 34683 |
| John Ingram | 15222 Hays Road Spring Hill, FL 34610 |

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

| <u>OFFICE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|----------------|-----------------|--|
| President | Edward Close | P. O. Box 893 Crystal Beach, FL 34681 |
| Vice-President | Harold Mitchum | 1655 Delia Drive Dacatur, GA 30033 |
| Treasurer | Wilfried Florin | 777 Alderman Road Palm Harbor, FL 34683 |
| Secretary | John Ingram | 15222 Hays Road Spring Hill, FL 34610 |

Articles of Incorporation

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

REGISTERED AGENT

Edward Close

OFFICE OF CORPORATION

777 Alderman Road
Palm Harbor, FL 34683

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BY-LAWS**

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders

Articles of Incorporation

of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

**ARTICLE XII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

NAME

Edward Close

ADDRESS

777 Alderman Road
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 4/8/02
day of April, 2002.



Edward Close

Articles of Incorporation

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, EDWARD CLOSE, as Registered Agent for TRUE BUDO PRODUCTIONS, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 777 Alderman Road, City of Palm Harbor, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: 4/6/02, 2002


Edward Close, Registered Agent

FILED
02 APR 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA