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09/02/03--01053--005 **78.75

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03 SEP -2 AM 11:54
STATE
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

FILED
03 SEP -2 PM 0:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Razordancer Studios Inc

Signature _____

Requested by: RW 9/2

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ 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 _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 2, 2003

CAPITAL CONNECTION, INC.

SUBJECT: RAZORDANCER STUDIOS INC.
Ref. Number: W03000024893

RECEIVED
03 SEP -3 AM 9:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for RAZORDANCER STUDIOS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 203A00048934

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL
FILE DATE

**ARTICLES OF INCORPORATION
OF**

RAZORDANCER STUDIOS, Inc.

ARTICLE I

Name

The name of the corporation is **Razordancer Studios, Inc.**

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03 SEP -2 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Nature of Business

This Corporation's purpose is to create, market, install and maintain custom signs, banners, graphics and lettering and to transact any and all lawful activities or business for which corporations may be formed under the laws of the State of Florida, as may be designated by the Board of Directors of the Corporation from time to time.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue or to have outstanding at any time shall be 11,000 shares, of which 10,000 shares shall be common stock, no par value per share, and of which 1,000 shares shall be preferred stock, no par value per share.

The Board of Directors is hereby expressly authorized to issue the common or preferred stock of this Corporation in one or more series or classes as it may determine by resolution from time to time. In the resolution establishing a series or class, the Board of Directors shall give to the series or class a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE IV
No Cumulative Voting by Shareholders

Cumulative voting shall not be allowed in the election of Directors of this Corporation and every shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are Directors to be elected, and for whose election he has a right to vote.

ARTICLE V
Registered and Initial Principal Office and Registered Agent

The principal office of the Corporation shall be located at 5040 ½ 29th Avenue South, Suite B, Gulfport, Florida 33707.

The registered office of the Corporation shall be located at 1601 East Bay Drive, Suite 2, Largo, Florida 33771, and the name of the registered agent of the Corporation at such address shall be John McAvoy.

ARTICLE VI
Directors and Officers

The number of individuals to serve on the Board of Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII
Corporate Opportunity

The Directors, officers and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applied to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's Board of Directors as evidenced by resolutions appearing in this Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the Directors, officers and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The Board of Directors may reject any business opportunity presented to it and thereafter any Director, officer or other member of management may avail himself of such opportunity. Until such time as this Corporation, through its Board of Directors has designated an area of interest, the Directors, officers and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the right of any Director, officer or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision

shall not be construed to release any employee of this Corporation from any duties which he may have to this Corporation, nor release any employee from any contractual obligations.

ARTICLE IX
Indemnification of Directors, Officers and Others

This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action, suit, or proceeding by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person: 1) did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation and 2) with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

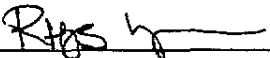
ARTICLE X
Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the shareholders, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by this Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned, as all of the Incorporator of Razordancer Studios, Inc., hereby executes these Articles of Incorporation this

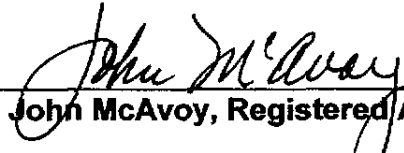
26TH day of AUGUST, 2003.

Incorporator
Rhys Lynn, 5040 1/2 29th South, #B
Gulfport, FL 33707


Rhys Lynn, Incorporator

CONSENT OF REGISTERED AGENT

The undersigned, **John McAvoy**, hereby acknowledges his consent to the appointment as registered agent for the above named corporation until such time as he resigns such position.


John McAvoy, Registered Agent

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TALLAHASSEE, FLORIDA