

DEC. 27. 2005 11:33AM

FOLEY LARDNER

NOV 7102 Page 1 of 1

**705000167334**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000291477 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FOLEY & LARDNER  
Account Number : 072720000061  
Phone : (904)359-2000  
Fax Number : (904)359-8700

062231/0101/1845

Return to CSS

**FLORIDA PROFIT CORPORATION OR P.A.**

**TSS FILMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
05 DEC 27 PM 12:55

EFFECTIVE DATE  
12/23/05

Electronic Filing Menu

Corporate Filing

Public Access Help

MPD 12/28  
12/23/2005

DEC. 27. 2005 11:33AM

FOLEY LARDNER 11:07

PAGE 001/001

Florida NO. 7102 of P. 2, te



December 27, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FOLEY & LARDNER

SUBJECT: TSS FILMS, INC.  
REF: W05000056494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Document has a long wide black line right down the center of the page \*\*\*\*

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filing Section

FAX Aud. #: H05000291477  
Letter Number: 805A00073535

DEC. 27. 2005 11:33AM FOLEY LARDNER

NO. 7102 P. 3

FAX AUDIT NO.: H05000291477

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

05 DEC 27 PM 12: 55

OF

EFFECTIVE DATE

12/23/05

TSS FILMS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is TSS FILMS, INC. (the "Corporation").

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 7076 Davis Creek Road, Jacksonville, Florida 32256.

Section 1.3 Mailing Address. The mailing address of the Corporation is 7076 Davis Creek Road, Jacksonville, Florida 32256.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Fax Audit No.: H05000291477

FAX AUDIT NO.: H05000291477

## ARTICLE IV

### CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of voting common stock having a par value of \$.01 per share.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address.** The street address of the initial registered office of this Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is F&L Corp.

## ARTICLE VI

### DIRECTORS

Section 6.1 **Number.** This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert G. Stursberg	7076 Davis Creek Road Jacksonville, Florida 32256

## ARTICLE VII

### BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

FAX AUDIT NO.: H05000291477

**ARTICLE VIII  
INCORPORATOR**

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Gardner F. Davis	One Independent Drive Suite 1300 Jacksonville, Florida 32202

**ARTICLE IX  
INDEMNIFICATION**

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE X  
AMENDMENT**

Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23<sup>rd</sup> day of December, 2005.

  
\_\_\_\_\_  
Gardner F. Davis, Incorporator

DEC. 27. 2005 11:34AM

FOLEY LARDNER

NO. 7102 P. 6

FAX AUDIT NO.: H05000291477

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

05 DEC 27 PM 12: 55

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.

F&L Corp.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized Signatory

Date: December 23, 2005