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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 OCT 29 AM 8:21

APPROVED  
AND  
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W07-45974

B. McKnight OCT 30 2007

## TRANSMITTAL LETTER

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

SUBJECT: ~~Upstart Productions, LLC~~ **UPSTART PRODUCTIONS**  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) **CORPORATION**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Pamela Kirich Delaney  
Name (Printed or typed)

1353 Howard Street  
Address

Clearwater, Florida, 33756  
City, State & Zip

727-505-7352  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

This is paid



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 18, 2007

PAMELA KIRICH DELANEY  
1353 HOWARD STREET  
CLEARWATER, FL 33756

SUBJECT: UPSTART PRODUCTIONS, LLC  
Ref. Number: W07000045974

We have received your document for UPSTART PRODUCTIONS, LLC 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 have submitted the document and fees to form a Florida corporation; however, your name implies you wish to form a limited liability company. The name of a corporation cannot contain a limited liability company suffix. Limited Liability Company, Ltd. Liability Co., and L.L.C. are all limited liability company suffixes. The name of a corporation must contain Corporation, Corp., Incorporated, Inc., Company or Co.

Please correct the suffix or, if you wish to form a limited liability company, submit "Articles of Organization" along with the additional fee(s). Any fees previously submitted with your corporate filing will be applied to your limited liability company filing.

Please return the corrected 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 Filing Section

Letter Number: 707A00054869

## ARTICLES OF INCORPORATION

### For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Upstart Productions, ~~LLC~~ **CORPORATION** (the "Corporation").

2. **Purpose**

Media Publishing.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 1353 Howard Street, Clearwater, Florida, 33756. The name of the initial Registered Agent at this Registered Office is Pamela K Delaney.

5. **Street Address of the Principal Office**

The street address of the principal office is 1353 Howard Street, Clearwater, Florida, 33756.

The mailing address of the principal office is PO Box 826, Largo, Florida, 33779.

6. **Initial Directors**

The initial board of directors will consist of two directors (individually the "Director" and collectively the "Directors"). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

Name	Address	City	State	Zip Code
Pamela Delaney	PO Box 826	Largo	Florida	33779
Jeff Sanson	PO Box 826	Largo	Florida	33779

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 100.

**Class A Shares**

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 shares and each share will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

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- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

8. **Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the Directors of the Corporation either by a resolution of the Directors passed at a Directors meeting or by an instrument or instruments in writing signed by all of the Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. **Amend or Repeal Bylaws**

After the adoption of the initial bylaws, both the Directors and the shareholders of the Corporation will have the authority to adopt, amend and repeal the bylaws of the Corporation. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Directors may not adopt, amend or repeal that bylaw. The power of the Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. **Cumulative Voting**

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

13. **Indemnification of Officers, Directors, Employees and Agents**

The Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. **Limitation of Liability**

The Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. **Effective Date of Filing**

This document will become effective on the date of filing.

16. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

*Pamela Delaney*  
PAMELA DELANEY  
31 Aug 07

17. **Incorporators**

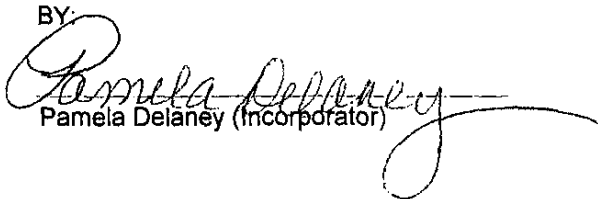
The names and addresses of the incorporators of Upstart Productions, LLC are set out below.

Name	Address	City	State	Zip Code
Pamela Delaney	PO Box 826	Largo	Florida	33779
Jeff Sanson	PO Box 826	Largo	Florida	33779

**18. Execution**

We, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and We have accordingly set our hands to this document this 30 day of Aug A.D. 2007.

BY:

  
Pamela Delaney (Incorporator)

  
Jeff Sanson (Incorporator)

**19. Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Pamela Kirich Delaney

Telephone Number: 727-505-7352

Address: 1353 Howard Street, Clearwater, Florida, 33756

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