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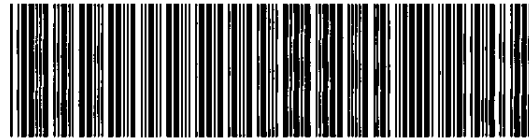
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BOSWELL & DUNLAP**  
ATTORNEYS AT LAW • ESTABLISHED 1900

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Charles E. Bentley  
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W. A. "Drew" Crawford  
George T. Dunlap, III  
Richard A. Lopez  
Keith D. Miller  
Frederick J. Murphy, Jr.  
Sean R. Parke\*  
Donald H. Wilson, Jr.

May 24, 2011

P.O. Drawer 30  
Bartow, Florida 33831

245 South Central Avenue  
Bartow, Florida 33830  
Phone: (863) 533-7117  
Fax: (863) 533-7412

Sender's e-mail address:  
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Florida Department of State  
Division of Corporations  
New Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Hearts and Minds Studios, Inc., a Florida corporation

Dear Clerk:

Enclosed are an original and two (2) copies of the **Articles of Incorporation** for **Hearts and Minds Studios, Inc.**, a Florida corporation, executed on May 17, 2011 and a check for **Seventy Eight Dollars and seventy-five cents** (\$78.75), payable to *Florida Department of State* representing required fees for filing of the company's Articles, designation of its registered agent and return of a certified copy of the enclosed.

For purposes of the Division's records, this filing is made by:

Name: **Miles Carr**  
Address: **P.O. Box 93464**  
City, State, Zip: **Lakeland, FL 33804**

Once the filing process is completed, please mail the certified copy of the Articles of Incorporation to the undersigned at:

W.A. "Drew" Crawford, Registered Agent  
Hearts and Minds Studios, Inc.  
% Boswell & Dunlap LLP  
P.O. Drawer 30  
Bartow, FL 33831-0030.

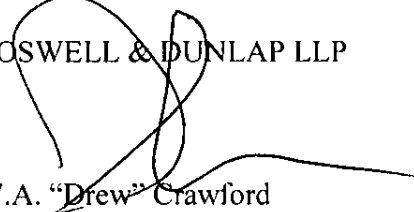
Page 2  
May 24, 2011

**BOSWELL & DUNLAP LLP**

Should you have any questions or concerns, please contact me at your leisure.

Very truly yours,

BOSWELL & DUNLAP LLP



W.A. "Drew" Crawford

Encl.

CC: Miles Carr

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION  
OF  
HEARTS AND MINDS STUDIOS, INC.

11 MAY 26 PM 3:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, §§607.0101, et seq., Florida Statutes (2010), the undersigned hereby declares his intent to form and become a body corporate, and makes and adopts the following **Articles of Incorporation**, to wit:

ARTICLE I – NAME

§607.0202(1)(a), Fla. Stat. (2010)

The name of the corporation shall be **Hearts and Minds Studios, Inc.**

ARTICLE II – PURPOSE

§607.0202(2)(b)1., Fla. Stat. (2010)

In furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

ARTICLE III – VOTING AND NON-VOTING CAPITAL STOCK

§§607.0202(1)(b), 607.0202(2)(b)4., Fla. Stat. (2010)

The capital stock of this corporation shall consist of **One Hundred** (100) shares of common stock with a nominal or par value of \$1.00 dollar per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the corporation's Board of Directors, *provided* that in the event no such designation is specifically made by the corporation's Board of Directors, said common stock shall be deemed voting. The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is **One Hundred Dollars and zero cents** (\$100.00).

#### ARTICLE V – PERIOD OF EXISTENCE

This corporation shall exist in perpetuity until dissolved in accordance with law.

#### ARTICLE VI – PRINCIPAL OFFICE ADDRESS

§607.0202(1)(b), Fla. Stat. (2010)

The street address of the initial principal office of the corporation is **6021 Lakewood Lane, Lakeland, Florida 33805**. The mailing address of the initial principal office of the corporation is **Post Office Box 93464, Lakeland, Florida 33804**.

#### ARTICLE VII – INITIAL REGISTERED OFFICE

§607.0202(1)(e), Fla. Stat. (2010)

The street address of the initial registered office of the corporation is **245 South Central Avenue, Bartow, Florida 33830** and the name of the corporation's initial registered agent is **W.A. "Drew" Crawford**.

#### ARTICLE VIII – INCORPORATOR / INITIAL DIRECTOR

§607.0202(1)(f), Fla. Stat. (2010)

The name and post office address of the incorporator and subscriber to these **Articles of Incorporation** and the member of the first Board of Directors of this corporation, who, subject to the provisions of these **Articles of Incorporation**, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is **Miles Carr, Post Office Box 93464, Lakeland, Florida 33804**.

#### ARTICLE IX

§607.0202(2)(b)5., Fla. Stat. (2010)

The private property of stockholders shall not be subject to payment of corporate debts to any extent.

#### ARTICLE X – POWERS OF THE BOARD OF DIRECTORS

§607.0202(2)(b)3., Fla. Stat. (2010)

In furtherance and not in limitation of the powers conferred by the laws of the State of

Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation;

(b) With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation;

(c) To hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the directors, except as otherwise required by the laws of Florida;

(d) If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it; and

(e) To establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

#### ARTICLE XI – STOCKHOLDER MEETINGS

§607.0202(2)(b)3., Fla. Stat. (2010)

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the stockholders are expressly authorized to hold their meeting outside the State of Florida, except as otherwise required by the laws of the State of Florida.

#### ARTICLE XII – GENERAL MATTERS

(a) The corporation reserves the right to amend, alter, change or repeal any provision contained in these **Articles of Incorporation** in the manner now or hereafter prescribed by general law, and all rights conferred on stockholders herein are granted subject to this reservation.

(b) The corporation may under its By-Laws confer powers upon the Board of

Directors in addition to those granted thereto in these **Articles of Incorporation** and in addition to the powers and authority expressly conferred on them by the laws of the State of Florida.

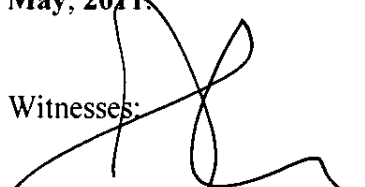

(c) It is the intention that the objects, purposes and powers specified in Article II herein, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these **Articles of Incorporation**, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this document, shall be regarded as independent objects, purposes and powers.


(d) The corporation shall be organized and managed so that it is a "Small Business Corporation" electing to be taxed as an "S Corporation" as defined in Title 26, Subtitle A, Chapter 1, Subchapter S of the Internal Revenue Code of 1986, as amended (26 U.S.C. §1361(a)(1)) and the shares issued by the corporation will be "Section 1244 Stock" as defined in Title 26, Subtitle A, Chapter 1, Subchapter P of the Internal Revenue Code of 1986, as amended (26 U.S.C. §1244(c)(1)).

*(the rest of this page left intentionally blank)*

The undersigned being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation in pursuance of the laws of the State of Florida, does make and file these **Articles**, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock subscribed as hereinbefore set forth at a price of \$1.00 per share and has accordingly hereunto set his hand and seal this **17th** day of **May, 2011**.

Witnesses:


  
\_\_\_\_\_  
W.A. 'Drew' Crawford  
  
\_\_\_\_\_  
Amber Carr

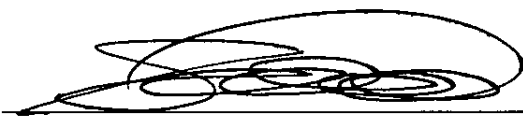
  
\_\_\_\_\_  
**Miles Carr**  
**Incorporator / Initial Director**

STATE OF FLORIDA  
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared **Miles Carr** who executed the foregoing **Articles of Incorporation**, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the County and State named above on the **17th** day of **May, 2011**.

(Affix Notarial Seal)  
NOTARY PUBLIC-STATE OF FLORIDA  
 Sean R. Parker  
Commission # EE018415  
Expires: AUG. 18, 2014  
BONDED THRU ATLANTIC BONDING CO., INC.

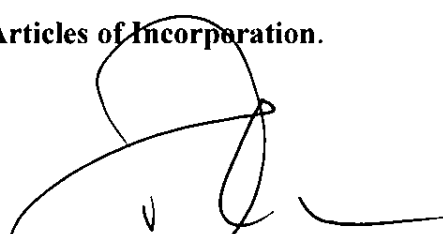
  
\_\_\_\_\_  
Notary Public - State of Florida at Large  
Printed Name: **SEAN R. PARKER**  
Commission No: **EE018415**  
My Commission Expires: **8-18-14**



ACCEPTANCE OF REGISTERED AGENT  
§§607.0202(1)(e), 607.0501(3), Fla. Stat. (2010)

The undersigned hereby accepts appointment as registered agent of **Hearts and Minds Studios, Inc.** as set forth in the foregoing **Articles of Incorporation**.

Dated this **17th** day of **May**, 2011.

  
\_\_\_\_\_  
**W.A. "Drew" Crawford**  
**Registered Agent**

Boswell & Dunlap LLP  
245 South Central Avenue  
Bartow, Florida 33830

APPROVED  
AND  
FILED  
11 MAY 26 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA