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11 OCT -6 PM 2:46

Ps 10/7/11

**SHUMAKER**  
Shumaker, Loop & Kendrick, LLP

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October 5, 2011

**VIA FEDERAL EXPRESS # 795261361967**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation - Nightbird Studios, Inc.

Dear Sir or Madam:

Enclosed for filing, please find the original Articles of Incorporation of Nightbird Studios, Inc. Also enclosed is Shumaker, Loop & Kendrick, LLP check number 105813 in the amount of \$78.75 for payment of the filing fee and a certified copy.

Thank you in advance for your attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,



Meredith D. DeNome

MLD/kc  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
NIGHTBIRD STUDIOS, INC.**

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The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be Nightbird Studios, Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE III**

**CORPORATE PURPOSES**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this Corporation is authorized to issue at any one time is 100 shares of common stock, having a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## **ARTICLE V**

### **INITIAL REGISTERED AGENT**

The initial registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the initial registered agent of this Corporation shall be Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

## **ARTICLE VI**

### **PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is Post Office Box 32033, Sarasota, Florida 34239. The street address of the principal office of the Corporation is 434 North Osprey Avenue, Sarasota, Florida 34236.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the election of directors shall be decided by majority vote of the shareholders.

## **ARTICLE VIII**

### **INITIAL BOARD OF DIRECTORS**

The name and street address of the member of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death is:

Name:

Lori Bowen

Address:

434 North Osprey Avenue  
Sarasota, Florida 34236

**ARTICLE IX**

**VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

**ARTICLE X**

**INCORPORATOR**

The name and street address of the incorporator is:

Lori Bowen  
434 North Osprey Avenue  
Sarasota, Florida 34236

**ARTICLE XI**

**BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**ARTICLE XII**

**INDEMNIFICATION**

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

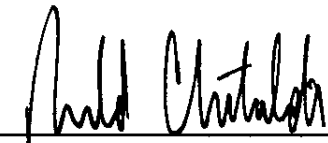
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 30  
day of September, 2011.

  
\_\_\_\_\_  
Lori Bowen  
as INCORPORATOR

FILED  
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DIVISION OF CORPORATIONS  
11 OCT - 6 PM 2:46

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
Registered Agent-Ronald A. Christaldi

10/4/11  
\_\_\_\_\_  
Date