

P9500000

WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

1619

CHARLES R. BACHER, P.A.
MICHAEL R. JENKS, P.A.
DAVID R. THARR, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD P. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES R. MURPHY, P.A.
JONATHAN J. DAVIS
BERNARD I. PROBST
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DEBORAH C. POORE
MARLA A. MUDANO
RICHARD G. ROSENBLUM
ROBERTA J. KARP
JOHN G. WHITE, III
G. BART BILDBROUGH
HENRY SUAREZ
DAVID M. McDONALD
MICHAEL W. BAKER

ANTHONY A. BALASSO
ROBERT L. TEITLER
GREGORY T. MARTINI
HARVEY D. GINSBURG
ROBERT M. DONLON

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2055 LEJUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 370-6411
TELECOMER (305) 440-9200

December 7, 1994

GEOFFREY H. MARKS
ALLISON H. CHITTEH
JULIAN L. HICE
PATRICK J. TOOMEY, JR.
PAUL B. MARTIN
AMY L. SMITH
FRANK J. TADDIO
GENE H. KISSANE
GREGORY W. COLFMAN
SCOTT A. COLT
WILLIAM D. HEISMAN
LAWRENCE D. KING
LAURA M. CASTILLO
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KURT A. WYLAND
RUBEN R. KENT
LIDA TORRION-BAUTISTA
KIP O. LABRNER
NANCY C. VALCANCE
DAVID S. TADROS
JOSEPH R. CINNEY
BRIETT P. DOVE, III

OF COUNSEL
LAURENCE A. SCHROEDER
SAMUEL O. CARSON
WILLIAM J. GRAY, P.A.
CARL E. JENKINS, P.A.
MARTIN E. BECAL, P.A.

MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

000001357880
-12/19/94--01123--016
***122.50 ***122.50

Re: Arena Video Productions, Inc.
Articles of Incorporation
Our File No. 2700-65

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$122.50.

Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Resident Agent Fee	35.00
TOTAL	\$122.50

W-94-27327
M-4
1-6-95

Corporate Records Bureau
December 7, 1994
Page 2

Thank you for your attention to this matter.

Very truly yours,


Martin E. Segal, P.A.

MES:kfp
Enclosures

cc: Mr. H. Lloyd Burkley



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 28, 1994

MARTIN SEGAL
2655 LEJEUNE RD.
SUITE 1101
CORAL GABLES, FL 33134

SUBJECT: ARENA VIDEO PRODUCTIONS, INC.
Ref. Number: W94000027327

We have received your document for ARENA VIDEO PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

This document was previously filed on July 25, 1994.

If you want a refund please send a letter to that effect. Allow 4-6 weeks for processing. If you wish, the money can be credited to a different corporation.

Please return 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 (904) 487-6052.

Nancy Hendricks
Corporate Specialist

Letter Number: 094A00054435

WALTON LANTAFF SCHROEDER & CARSON

ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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SUITE 1101 GABLES INTERNATIONAL PLAZA

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TELEPHONE (305) 379-0411

TELECOPIER (305) 440-0200

January 3, 1995

Ms. Nancy Hendricks
Document Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Arena Video Productions of Florida, Inc.
Our File No. 2700-66

Dear Ms. Brown:

In accordance with your letter of December 28, 1994, a copy of which is enclosed, I have made the required revisions to the Articles of Incorporation and return herewith the original and one (1) copy of same for further processing.

Thank you for your attention to this matter.

Very truly yours,

MARTIN E. SEGAL / *MS*

Martin E. Segal, P.A.

MES:kfp

Enclosures

FILED

95 JAN -3 PM 2 47

ARTICLES OF INCORPORATION
OF OF FLORIDA,
ARENA VIDEO PRODUCTIONS/ INC.

PREAMBLE

We, the undersigned, do hereby associate ourselves under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:
OF FLORIDA
ARENA VIDEO PRODUCTIONS/ INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

7211 10th ST. SOUTH
~~5414 Town N' Country Boulevard~~
~~Tampa, Florida 33615~~
J.P. ST. PETERSBURG, FL 33706

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Projection video screen services.
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporations for profit under the laws of the State of Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

ARTICLE V

CAPITAL STOCK

(1) This corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of no par.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its stockholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within thirty (30) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such thirty (30) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

(4) Anything to the contrary notwithstanding, the original subscribers hereto shall, prior to issue of certificates therefor, have the right to assign their stock subscriptions without regard to the limitations on stock transfers contained in Section (3) above.

ARTICLE VI

REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of two (2) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

NAME

ADDRESS

H. Lloyd Burkley

7211 10th Street South
St. Petersburg, FL 33705

David Geraldts

THB
4715 STONE POINTE PLACE
5414 Town N' Country Blvd.
Tampa, FL 33615
TAMPA, FL 33634

ARTICLE IX

STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT
OF FLORIDA,

That, ARENA VIDEO PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Dade County, Florida, and has named Martin E. Segal, P.A. as its initial Registered Agent who is located at such address.



ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Lloyd Burkley	7211 10th Street South St. Petersburg, FL 33705
David Gerald	4715 SIDNEY DRIVE PL 5414 Town N Country Blvd. Tampa, FL 33615 TAMPA, FL 33634

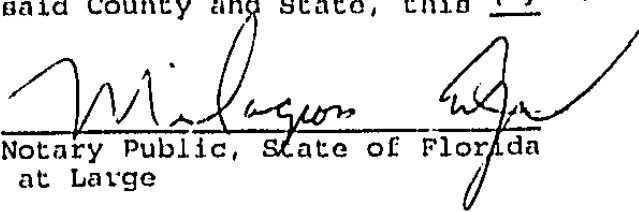
WITNESS our hands and seals this 13th day of December, 1994.

 (SEAL)
H. LLOYD BURKLEY
 (SEAL)
DAVID GERALD

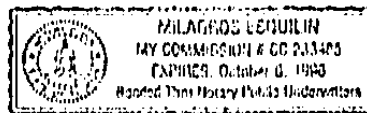
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) SS:

BEFORE ME, the undersigned authority, personally appeared H. LLOYD BURKLEY and DAVID GERALD, to me well known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at St. Petersburg, FL, in said County and State, this 13th
day of December, 1994.


Notary Public, State of Florida
at Large

My commission expires: 10-6-95.



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept Service of Process for ARENA VIDEO
OF FLORIDA,
PRODUCTIONS, INC., at place designated in ARTICLE IX of the
attached Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the provisions of said act
relative to keeping open said office.

AKS [Signature], P.A. (SEAL)
Resident Agent

FILED
95 JAN -3 PM 2:47
CLERK OF DISTRICT COURT
MILWAUKEE, WIS.

P95000001619

WALTON LANTAFF SCHROEDER & CARSON
ATTORNEYS AT LAW

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)
MIAMI • CORAL GABLES • FORT LAUDERDALE • WEST PALM BEACH

SUITE 1101 GABLES INTERNATIONAL PLAZA
2655 LEJUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 379-6411
FACSIMILE (305) 446-9206

July 20, 1995

CHARLES R. SACHEN, P.A.
MICHAEL R. JENNE, P.A.
DAVID A. THARR, P.A.
WAYNE T. GILL, P.A.
NICHOLAS E. CHRISTIN, P.A.
RICHARD R. COLE, P.A.
STEPHEN W. BAZINSKY
CHARLES B. HIRMAN, P.A.
JONATHAN J. DAVIS
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LAURA M. CASTILLO
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KURT A. WYLAND
BUBAN N. KENT
LISA TORRON • BAUTISTA
KIP O. LABBNER
NANCY G. VALCANSE
DAVID B. TADROS
JOSEPH P. CINNEY
RHETT P. DOVE, III
KENNETH L. VALENTINI
RUSSELL A. DOHAN
STEVEN E. FOOR
ELLEN B. MALASHY
OF COUNSEL
LAURENCE A. SCHROEDER
SAMUEL O. CARSON
WILLIAM J. GRAY, P.A.
CARL E. JENKINS, P.A.
MARTIN E. SEGAL, P.A.
MILLER WALTON (1901-1987)
WILLIAM C. LANTAFF (1913-1970)

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

200001547572
-07/27/95--01049--017
*****87.50 *****87.50

Re: Arena Video Productions of Florida, Inc.
Our File No. 2700-65

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) copy of the executed and notarized First Amendment to Articles of Incorporation, together with our firm check in the amount of \$87.50.

Please cause the original copy of the First Amendment to Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$87.50

ok to file
per Susan

Name change: Arena

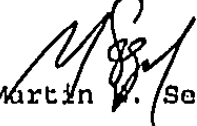
HFT 8-9-95

FILED
1995 JUL 27 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
July 20, 1995
Page 2

Thank you for your attention to this matter.

Very truly yours,


Martin W. Segal, P.A.

MES:kfp
Enclosures

cc: Mr. Lloyd Burkley

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ARENA VIDEO PRODUCTIONS OF FLORIDA, INC.

FILED

1995 JUL 27 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARENA VIDEO PRODUCTIONS OF FLORIDA, INC., a Florida Corporation, under its corporate seal and the hands of its President, H. Lloyd Burkley, and Secretary, David Gerald, hereby certifies that:

I

The Board of Directors of said corporation at a meeting called and held on July 3, 1995, adopted the following Resolutions:

A. The name of this corporation will be:

LLOYD BURKLEY PRODUCTIONS, INC.

B. Article VIII of the Articles of Incorporation is hereby amended to read as follows:

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Lloyd Burkley	7211 10th St. South St. Petersburg, FL 33705

C. Article X of the Articles of Incorporation is hereby amended to read as follows:

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Lloyd Burkley	7211 10th St. South St. Petersburg, FL 33705

II

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on July 3, 1995, and at said special meeting of the Stockholders, said amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all of the stockholders.

IN WITNESS WHEREOF, said corporation has caused this Amendment to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 17 day of July, 1995.

ARENA VIDEO PRODUCTIONS OF FLORIDA,
INC., a Florida Corporation

(SEAL)

Attest:

David Geraldts, Secretary

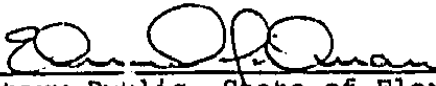
By

H. Lloyd Burkley, President

STATE OF FLORIDA)
COUNTY OF DADE) SS:

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deeds, H. LLOYD BURKLEY, President of Arena Video Productions of Florida, Inc., a Florida Corporation, and he acknowledged that he executed the above and foregoing First Amendment to Articles of Incorporation as such Officer for and on behalf of said corporation after having been duly authorized to do so.

WITNESS my hand and official seal at *St. Petersburg, Pinellas County* ~~Miami, Dade County~~, Florida, this 14th day of July, 1995.



Notary Public, State of Florida
at Large

My Commission Expires:

