



Prentice Hall Legal & Financial Services

ATTN: Lisa (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

P95000003589

CHARTER NUMBER

Gramercy Park Productions Inc.

000001330440
01/13/95--01049--013
****122.50 ****122.50

- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Domestication
- ☐ Fictitious Business Name
- ☐ Foreign - Profit
- ☐ Foreign - Non-Profit
- ☐ Limited Partnership
- ☐ Limited Liability
- ☐ Mtr. Veh.

- ☐ Merger
- ☐ Name Reservation
- ☐ Name Registration
- ☐ Non-Profit/Articles of Incorporation
- ☐ Other
- ☒ Profit/Articles of Incorporation
- ☐ Reinstatement
- ☐ Resignation of R.A., Off/Dlr
- ☐ Trademark
- ☐ UCC/Filing 1
- ☐ UCC/Filing 3

B. REGISTER JAN 13 1995

FILED
JAN 13 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Certified Copy
- ☐ Photocopy
- ☐ Corporate Print-Out
- ☐ Fictitious/Owner Search

- ☐ CUS
- ☐ Good Standing
- ☐ R.A., Off/Dlr Search

(☒) Walk In

() Call if Problem

() Will Wait

(☒) Pick up 1-13 1:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: TRU BY: Lisa
BRANCH RECEIVING: FL BY: Lisa
REF/JOB # 030 349762
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR ☒ NO
DATE SENT: 1/13 MAIL FAX FED EXP
FILED: 1/13
SENT TO: BRANCH ☒ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

ARTICLES OF INCORPORATION

OF

GRAMERCY PARK PRODUCTIONS, INC.

FILED
95 JAN 13 AM 11:28
SECRETARY OF STATE
TALLAHASSEE FL 32301

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is GRAMERCY PARK PRODUCTIONS, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is % Jay Salyer, 461 East Hillsboro Boulevard, Suite 200, Deerfield Beach, Florida 33441.

THIRD: The mailing address, wherever located, of the corporation is 28 Alana Drive, Hawthorne, New Jersey 07506.

FOURTH: The number of shares that the corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME

Kelly L. Burrows

ADDRESS

Prentice Hall
830 Bear Tavern Road
West Trenton, New Jersey 08628

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on January 12, 1995

Kelly L. Burrows, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Merridith E. Cramer
Merridith E. Cramer

Date: January 12, 1995

FILED
95 JAN 13 PM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA