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FILED

95 JAN 17 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MELANIE A. HEATH-JOLLY  
950 N. Westmoreland Dr.  
Orlando, Florida 32804

EFFECTIVE DATE

JAN 15 1995

January 11, 1995

Secretary of State  
The Capitol  
P. O. Box 6327  
Tallahassee, Fla. 32314

Dear Sir/Madam

Please find enclosed Articles of Incorporation for Heath-Jolly Associates along with the filing fee of \$122.50. Please return a certified copy of the Articles at your convenience.

Should you have any queries relating to the enclosed, please contact me at 422-9021.

Thank you for your assistance in this matter.

Yours sincerely,

*Melanie A. Heath-Jolly*  
Melanie A. Heath-Jolly

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TALLAHASSEE, FLORIDA

### ARTICLES OF INCORPORATION OF HEATH-JOLLY ASSOCIATES, INC.

#### ARTICLE I. CORPORATE NAME

The name of this corporation is Heath-Jolly Associates, Inc. and the principal place of business at 950 N. Westmoreland Dr. Orlando, Florida 32804.

#### ARTICLE II. NATURE OF BUSINESS AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business as a developer and producer of video and film, but not limited to, and shall be able to engage in any and all businesses permitted under the Florida statutes and the corporation shall have all the corporate powers enumerated in the Florida statutes relating to professional corporations.

#### ARTICLE III. EFFECTIVE DATE AND DURATION.

The corporation shall be effective as of January 15, 1995 and shall have perpetual existence commencing on the effective date.

#### ARTICLE IV. CAPITAL STOCK.

This corporation is authorized to issue 100 shares of common stock having a par value of one dollar (\$1.00).

#### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 950 N. Westmoreland Dr., Orlando, Florida 32804 and the name of the registered agent of this corporation at that address is Melanie A. Heath-Jolly.

#### ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have one director constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

Melanie A. Heath-Jolly  
950 N. Westmoreland Dr.  
Orlando Florida 32804

#### ARTICLE VII. INCORPORATORS.

The name and address of the Incorporator signing these articles is:

Melanie A. Heath-Jolly  
950 N. Westmoreland Dr.  
Orlando, Florida 32804.

ARTICLE VIII. INDEMNIFICATION.

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX. AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

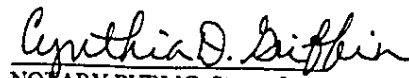
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13 day of January, 1995.

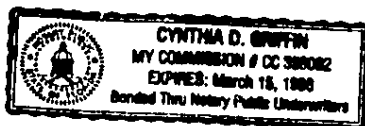
  
Melanie A. Heath-Jolly

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MELANIE A. HEATH-JOLLY, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation. The Affiant was personally known to me or produced ~~as identification~~. The Affiant did not take an oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this, 13<sup>th</sup> day of January, 1995.

  
NOTARY PUBLIC, State of  
Florida at Large.



EFFECTIVE DATE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that MELANIE A. HEATH-JOLLY, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 950 N. Westmoreland Dr., Orlando, Florida 32804, has named Melanie A. Heath-Jolly, located at 950 N. Westmoreland Dr., Orlando, Florida 32804, as its agent to accept service of process within Florida.

Dated: Jan 13 1995

Having been named to accept service for the above named 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 this proper performance of my duties.

By: Melanie A. Heath-Jolly  
Melanie A. Heath-Jolly, President  
Registered Agent

Sworn to and subscribed before  
me this 13th day of January, 1995.

Personally Known  
Did not take an oath

Cynthia D. Griffin  
NOTARY PUBLIC

