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CAROL GRANDEAU

PLEASE REPLY TO  
TAMPA

TALLAHASSEE OFFICE  
315 SOUTH CALHOUN STREET  
SUITE 710  
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 222-2525

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OF COUNSEL  
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JOHN W. MCWHIRTER, JR.  
RICHARD W. REEVES  
FRANK J. RILEY, III  
PAUL A. STRASER

February 15, 1995

600001411848  
02/21/95-01101--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: PM Films, Inc

Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for PM Films, Inc. a corporation for profit to be filed with the Secretary of State. I also enclose my check in the amount of \$78.75 to cover the cost of filing fees.

- 1) Filing Articles of Incorporation \$35.00
- 2) Designation of Registered Agent \$35.00
- 3) Application for Certificate of Status \$ 8.75

Please send me the Certificate of Status after the Articles have been filed.

Sincerely yours,

*John W. McWhirter, Jr.*  
John W. McWhirter, Jr.

JWMjr:aeo

Enclosures

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ARTICLES OF INCORPORATION  
OF  
PM FILMS, INC

Article I - Name

The name of the Corporation is PM FILMS, INC

Article II - Principal Office

The principal office and mailing address for this Corporation is 95 Edgewater Dr. Suite 9, Coral Gables, Florida 33133.

Article III - Duration

The Corporation shall have perpetual existence.

Article IV - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States, laws of the State of Florida, and/or laws of any state within which it may be entitled to transact or engage in business.

Article V - Capital Stock

This Corporation is authorized to issue 2,500 shares of \$1.00 par value common stock.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 95 Edgewater Dr. Suite 9, Coral Gables, Florida 33133, and the name of the initial registered agent of this Corporation is John W. McWhirter, Jr.

Article VII - Directors

The number of Directors of this Corporation shall be not less than one nor more than seven. The names and post office addresses of the members of the first Board of Directors of this Corporation who shall hold office for the first year of this existence of this Corporation or until their successors are elected and qualified, unless otherwise provided by the By-Laws are:

John C. McWhirter  
95 Edgewater Dr. Suite 9  
Coral Gables, Florida 33133

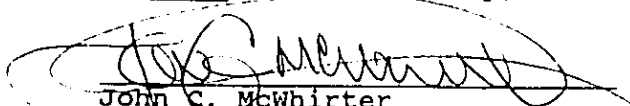
Robert J Pennino  
95 Edgewater Dr. Suite 9  
Coral Gables, Florida 33133

Article VIII - Incorporator

The name and address of the Incorporator of this Corporation is:

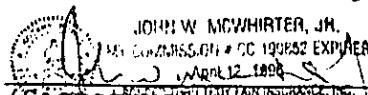
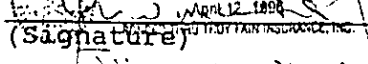
John C. McWhirter  
95 Edgewater Dr. Suite 9  
Coral Gables, Florida 33133

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of February, 1995.

  
John C. McWhirter  
As Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF LEON     )

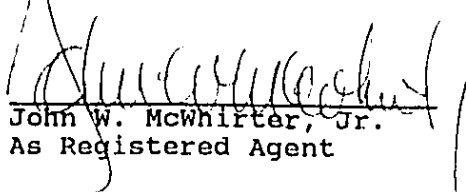
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of February, 1995, by John C. McWhirter, who is personally known to me.

  
  
(Signature)  
John W. McWhirter, Jr.  
(Type or Print Name)  
Notary Public  
My Commission Expires:  
My Commission Number is:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By:

  
John W. McWhirter, Jr.  
As Registered Agent

RECORDED  
INDEXED  
JUN 11 1934