

4450000 M 7/11/95

TO SECT OF STATE -

ATTACHED IS A CHECK IN THE
AMOUNT OF \$122.50 FOR FILING
A CORPORATION - THE PETER BARTON
ORGANIZATION INC.

PLEASE FACILITATE AS SOON AS POSSIBLE

600001419576
-03/02/95 --01088--004
****122.50 ****122.50

Sincerely -

PETER J. BARTON

407.872.1263

ORLANDO FL.

3-95

P.O.

FILED
95 MAR 10 PM 1:18
SECRET
STATE
TALLAHASSEE
FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1995

PETER J. BARTON
133 E. ROBINSON ST.
SUITE A
ORLANDO, FL 32801

SUBJECT: THE PETER BARTON ORGANIZATION, INC.
Ref. Number: W95000004913

We have received your document for THE PETER BARTON ORGANIZATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 195A00010015

THE PETER J. BARTON
PRODUCTION GROUP, INC.

March 9, 1995

TO: LORNA POOLE
FROM: PETER BARTON

PURSUANT TO OUR TELEPHONE CONVERSATION
THIS MORNING 3/9/95, I HAVE SENT
ATTACHED CORRECTION (INSERTATION OF
PRINCIPLE CORPORATE ADDRESS - PETER BARTON ORGANIZATION)

THANK YOU FOR YOUR VERY PROFESSIONAL
HELP — ENCLOSED IS FED X ^{WAYBILL} ~~RECEIPT~~
FOR RETURN TO ME OF THE FILING —

Sincerely,

Peter Barton

407. 872. 1263
FAX 407. 872. 1611

ARTICLES OF INCORPORATION
OF
THE PETER BARTON ORGANIZATION, INC.

FILED
95 MAR 10 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, an individual resident in Florida, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation is THE PETER BARTON ORGANIZATION, INC., and the principal address of this Corporation is 133 East Robinson Street, Suite A, Orlando, Florida 32801.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The General nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

A. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is:

1. Common Stock Class "A" - Ten Thousand (\$10,000) shares, having a par value of One Cent (\$.01) per share:
2. Common Stock Class "B" - Ten Thousand (\$10,000) shares, having a par value of One Cent (\$.01) per share.

B. The capital stock that this Corporation is authorized to issue and have outstanding shall have the following rights, preferences, designations and limitations:

1. Voting Rights

a. Common Stock - Class "A". Each holder of shares of Common Stock - Class "A" of this Corporation shall be entitled to one vote for each such share outstanding in the name of such holder at the time of any meeting of Stockholders of this Corporation.

b. Common Stock - Class "B". Except as otherwise provided by applicable law, no holder of shares of Common Stock - Class "B" of this Corporation shall be entitled to vote at any meetings of Stockholders of this Corporation or at any other time.

2. Other Rights

In all respects other than voting rights as stated above, all rights, privileges, preferences, and immunities of Common Stock - Class "A" and Common Stock - Class "B" shall be the identical.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Peter J. Barton
133 E. Robinson St., Suite A
Orlando, FL 32801

ARTICLE VI
BOARD OF DIRECTORS

The name of the initial director of this Corporation and his street address is:

Peter J. Barton
133 E. Robinson St., Suite A
Orlando, FL 32801

ARTICLE VII
INCORPORATOR

Peter J. Barton
133 E. Robinson St., Suite A
Orlando, FL 32801

ARTICLE VIII
CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of the said other corporation, or by reason of the fact that one of more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Sections:

That THE PETER BARTON ORGANIZATION, INC. desiring to organize under the laws of the State of Florida named PETER J. BARTON, located at 133 E. Robinson Street, Orlando, County of Orange, State of Florida 32801, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, PETER J. BARTON, President, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

By: 

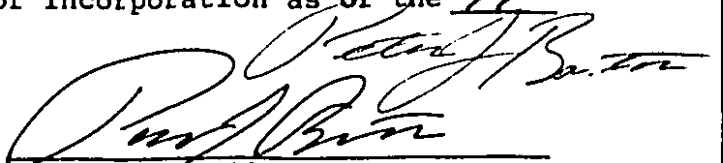
Peter J. Barton
President

The Peter Barton Organization, Inc.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 12th day of February, 1995.


PETER J. BARTON

STATE OF FLORIDA


COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared PETER J. BARTON, to me known to be the individual described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Orlando, Orange County, Florida, this 12 day of February, 1995.



OFFICIAL SEAL
JEFFREY S. WALLACE
MY COMMISSION EXPIRES
JULY 02, 1993


NOTARY PUBLIC
State of Florida at Large

My Commission expires:

FILED
05:10 PM:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA