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PHILIP J. CROYLE & ASSOCIATES
ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

PHILIP J. CROYLE, J.D.*

Of Counsel
RICHARD B. BARKIN

In Association with
LAWRENCE SCANLON*
SCANLON & HENRETTA CO., L.P.A.

*Also admitted in Ohio

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September 15, 1994

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: HALL PASS PRODUCTION COMPANY

Gentlemen:


Enclosed please find two originals of the Articles of Incorporation for the above-referenced corporation.

You will also find enclosed a check payable to the Secretary of State in the amount of \$ 122.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be mailed to the attention of the undersigned.

Very truly yours,

PHILIP J. CROYLE & ASSOCIATES


PHILIP J. CROYLE
For the Firm

PJC/jaw
PC: Robert Cushing Greene

BOOKED 1445265
-13/31/95-01081-001
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MAR 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HALL PASS PRODUCTION COMPANY**

ROBERT CUSHING GREENE, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HALL PASS PRODUCTION COMPANY

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is:

21218 St. Andrews Blvd.
Boca Raton, FL 33433

The name of the initial registered agent of the corporation at that address is ROBERT CUSHING GREENE, appointed to accept service of process within the State of Florida.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors or Board of Directors.

ARTICLE VIII. BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the shareholders of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws

ARTICLE IX. SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are:

ROBERT CUSHING GREENE
2270 N.W. 62nd Drive
Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22nd day of March, 1994.


ROBERT CUSHING GREENE, SUBSCRIBER

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of March, 1994, by **ROBERT CUSHING GREENE**, President of **HALL PASS PRODUCTION COMPANY**, a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.



"OFFICIAL SEAL"
Philip J. Croyle
My Commission Expires 6/1/98
Commission #CC 377469


Notary Public

Articles of Incorporation
HALL PASS PRODUCTION COMPANY
Page 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, the place designated in these Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: March 22, 1995


ROBERT CUSHING GREENE,
REGISTERED AGENT