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ATTORNEY AT LAW

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BOARD CERTIFIED
CIVIL TRIAL LAWYER
THE FLORIDA BAR
ASSOCIATION
THE NATIONAL BOARD OF
TRIAL ADVOCACY

April 7, 1995

P95000029024

FILED

ON APR 10 AM 9:46

PROSELYTIC, SALLY
122.50

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

ENCLOSURE
04/10/95 11:05 AM
122.50

Re: South Florida Screen, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and the Certificate of Registered Agent of South Florida Screen, Inc. and this firm's check in the amount of \$122.50. Please forward a certified copy of the Articles of Incorporation to the above-referenced address at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

B. Richard Young
B. RICHARD YOUNG

BRY:saj

Enclosure

cc: William Noonan (w/o encl.)

DICTIONED BUT NOT
REVIEWED. MAILED
TO AVOID DELAY.

APR 13 1995

BSB

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA SCREEN, INC.**

FILED

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SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is South Florida Screen, Inc.

ARTICLE II

ADDRESS OF CORPORATION

The mailing address of this corporation is 431 SW 26th Road, Miami, Florida 33129.

ARTICLE III

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE IV

NATURE OF BUSINESS

The purpose of this corporation is to engage in all lawful forms of business permitted under the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The corporation shall have authority to issue one class of stock designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

There shall be two initial directors constituting this corporation's initial board of directors. The initial directors shall be William Noonan, whose address is 642 Hampton Lane, Key Biscayne, Florida 33149 and Eduardo Bustamante, whose address is 431 SW 26th Road, Miami, Florida 33129.

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of this corporation shall be B. Richard Young, whose address is 309-B South Palafox Place, Pensacola, Florida 32501.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is B. Richard Young, whose address is 309-B South Palafox Place, Pensacola, Florida 32501.

ARTICLE IX

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or person who may have served at the request of the corporation. Said indemnification shall include, but not be limited to the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be legally granted.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of April, 1995.

WITNESSES:

Stephanie A. Joiner
SE Young

B. RICHARD YOUNG

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared B. RICHARD YOUNG, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Pensacola, in Escambia County, State of Florida this 3rd day of April, 1995.

Stephanie A. Joiner
Notary Public - State of Florida
My Commission Expires: April 3, 1995
Commission Number: CC095785

Stephanie A. Joiner
NOTARY PUBLIC
State of Florida at Large

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 607.325, Florida Statutes, the Florida General Corporation Act, the following is submitted:

References to Professional Service Corporation Act.

That South Florida Screen, Inc. desiring to incorporate under the laws of the State of Florida, has named B. Richard Young, with an address of 309-B South Palafox Place, Pensacola, Florida 32501 as its Registered Agent for service of process and other legal matters.

ACKNOWLEDGEMENT

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

Dated this 3rd day of April, 1995.

BY: 


B. RICHARD YOUNG

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared B. Richard Young, who is personally known to me and who, after being duly sworn, deposes and says that having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, he hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping said office.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Pensacola, in Escambia County, State of Florida this 3rd day of April, 1995.

Stephanie A. Joiner
Notary Public - State of Florida
My Commission Expires: April 3, 1995
Commission Number: CC095785


NOTARY PUBLIC
State of Florida at Large