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April 12, 1995

VIA FEDERAL EXPRESS NO. 1177849632

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32324

600001455666  
-04/13/95--01048--000  
\*\*\*122.50 \*\*\*122.50

RE: Sky Pix, Inc.

Gentlemen:

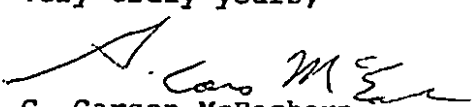
Enclosed please find for filing the Articles of Incorporation of Sky Pix,, Inc., along with a check in the amount of \$122.50 covering the following:

Filing Fee	\$35.00
Certified copy of Articles	52.50
Certified Designating Registered Agent	<u>35.00</u>
	\$122.50

Also enclosed is a duplicate original of the Articles of Incorporation, together with a Federal Express envelope for your convenience in returning a certified copy of the Articles to our offices.

Thank you for your assistance in this matter.

Very truly yours,

  
G. Carson McEachern

GCM/kaf  
Enclosures

EFFECTIVE DATE  
4/12/95

FILED  
95 APR 13 3 13 PM  
A64-19  
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ARTICLES OF INCORPORATION  
OF  
SKY PIX, INC.

FILED  
APR 13 1985  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE

The name of the corporation is SKY PIX, INC. The principal place of business of the corporation shall initially be 6521 Royal Woods Drive, Fort Myers, Florida 33908.

ARTICLE II

DURATION

The corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 6521 Royal Woods Drive, Fort Myers, Florida 33908, and the name of the initial registered agent of the corporation at that address is Richard A. Cowles, Sr. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

EFFECTIVE DATE

4/12/85

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Cowles, Sr.	6521 Royal Woods Drive Fort Myers, Florida 33908
Louise T. Cowles	6521 Royal Woods Drive Fort Myers, Florida 33908

## ARTICLE VIII

### INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Cowles, Sr.	6521 Royal Woods Drive Fort Myers, Florida 33908

## ARTICLE IX

### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE X

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

## ARTICLE XI

### INDEMNIFICATION

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

ARTICLE XII

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of subscription and acknowledgement.

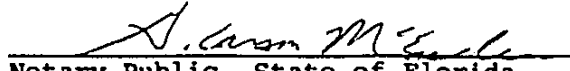
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12<sup>th</sup> day of April, 1995.

  
RICHARD A. COWLES, SR.

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12 day of April, 1995, by RICHARD A. COWLES, SR. He is personally known to me or has produced Florida Driver's License as identification.

  
Notary Public, State of Florida  
Print Name J. G. Carson McEachern  
Serial Number 00227490

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: OCT. 8, 1996  
BONDED THEN NOTARY PUBLIC UNDERWRITERS

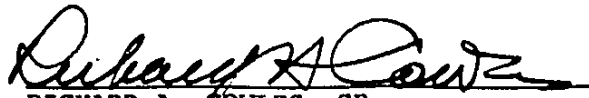
[NOTARY SEAL]



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is SKY PIX, INC.
2. The name and address of the registered agent and office is RICHARD A. COWLES, SR, 6521 Royal Woods Drive, Fort Myers, Florida 33908.

  
RICHARD A. COWLES, SR.

Title: President

Date: April 12, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
RICHARD A. COWLES, SR.

Date: April 12, 1995

FILED  
95 APR 13 AM 8 50  
SECRET  
TALLAHASSEE, FLORIDA