

STEWART, JOYNER, JORDAN-HOLMES, HOLMES

Attorneys at Law

Professional Association

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95000032490

Reply to: Tampa Office

April 17, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: Y.O.U. Systems, Inc.
McClure Entertainment, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the articles of incorporation of the referenced corporations. Please file the articles and inform me by telephone as soon as the articles have been filed. Enclosed is this firm's check in the amount of \$140.00 to cover the cost of filing the articles and designations of registered agent for each of the two corporations. Please return one copy of the articles for each corporation, marked as to date and time of filing.

Should there be any questions, please don't hesitate to contact me.

Yours very truly,

STEWART, JOYNER, JORDAN-HOLMES,
HOLMES, P.A.

J. Elaine Holmes

T. Elaine Holmes

TEH/gj
enclosure

cc: Paula M. Jordan

12 4/24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 21 AM 9:21

705 E. Kennedy Boulevard
Post Office Box 172297
Tampa, Florida 33672
(813) 229-9300
Fax (813) 229-7415

322 W. State Street
Post Office Box 40986
Jacksonville, Florida 32203-0986
(904) 356-5600
Fax (904) 355-4376

ARTICLES OF INCORPORATION

OF

Y.O.U. SYSTEM, INC.

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DIVISION OF CORPORATIONS

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Article 1. Name. The name of the corporation is:

Y.O.U. SYSTEM, INC.

Article 2. Corporate Office. The principal office of the corporation and the address of same shall be 4921 Bayshore Boulevard, Tampa, Florida 33611. The number of shares the corporation is authorized to issue is one thousand (1,000). There shall be one class of shares which is common, and each share shall have a par value of \$1.00. In that the corporation shall issue only common shares of stock, rights of each share shall not vary as to relative rights and preferences among shares.

Article 3. Pre-emptive Rights. The shareholders reserve the right to establish pre-emptive rights in accordance with a resolution to be adopted by the shareholders.

Article 4. Registered Agent. The street address of the corporation's initial registered office is 4921 Bayshore Boulevard, Tampa, Florida 33611, and the name of its initial registered agent at that office is Paula McClure.

Article 5. Incorporator. The name and address of the incorporator is: Paula McClure, 4921 Bayshore Boulevard, Tampa, Florida 33611.

Article 6. Board of Directors. The individuals who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Rudolph D. Jordan	101 East Kennedy Boulevard Suite 2125 Tampa, Florida 33602
Paula McClure	4921 Bayshore Boulevard Tampa, Florida 33611
James C. McClure	3817 Shady Hollow Lane Dallas, Texas 75233

Article 7. Powers. The corporation shall have perpetual duration and succession in its corporate name and shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs pursuant to the Florida Business Corporation Act. These powers include all corporate powers enumerated in The Florida Business Corporation Act, some of which are summarized as follows:

To sue and be sued, complain and defend in its corporate name;

To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

To purchase, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

To sell, convey, mortgage, pledge, create a security interest

in, lease, exchange, and otherwise dispose of all or any part of its property;

To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833, Florida Statutes;

To purchase, receive, subscribe for or otherwise acquire; own, hold, vote, use, sell, mortgage lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

To make contracts and guarantees, incur liabilities, borrow money, secure any of its obligations by mortgage or pledge of any of its property or income;

To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

To conduct its business, locate offices, and exercise the powers granted by this Act within or without this state;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

Article 8. Effective Date. The effective date of the corporation shall be the date of filing of the Articles of Incorporation by the Department of State.


Paula McClure

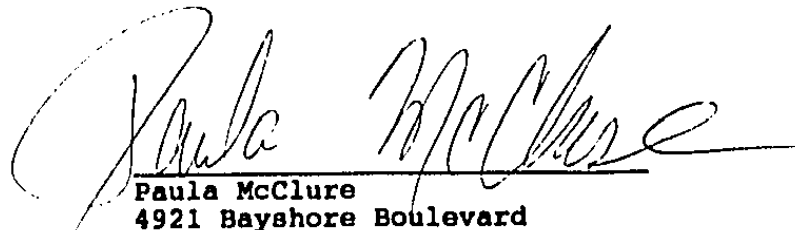
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Y.O.U. SYSTEM, INC.

Acceptance of registered agent:

The undersigned individual, named in the foregoing Articles of Incorporation to serve as registered agent of Y.O.U. SYSTEM, INC., hereby accepts the appointment as registered agent and represents that the undersigned is familiar with, and accepts the obligations of that position as required in Sections 607.0501, and 607.0505, Florida Statutes.

A handwritten signature in cursive script, appearing to read "Paula McClure", is written over a horizontal line.

Paula McClure
4921 Bayshore Boulevard
Tampa, Florida 33611
(813) 831-3400