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The Foxworth Talent Theatre
7721 Greenwich Court West
Jacksonville, Florida 32277
April 29, 1995

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

800001476198
-05/04/95--01112--006
****122.50 ****122.50

Re: Articles of Incorporation
The Foxworth Talent Theatre
Check for \$122.50

Dear Ladies and Gentlemen:

I enclose the referenced corporate document, in duplicate,
together with my check for your fee for filing and furnishing a
certified copy to me.

Please advise me, in writing, of the approval and filing of
this instrument and return a certified copy to the undersigned.
Please advise me if you require anything further.

Thank you for your assistance and cooperation.

Sincerely,

Tracy R. Foxworth

Tracy R. Foxworth

/tf
Enclosure

EFFECTIVE DATE

MAY 1 1995

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ARTICLES OF INCORPORATION
OF
THE FOXWORTH TALENT THEATRE, INC.

The undersigned incorporator 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

The name of this corporation is: THE FOXWORTH TALENT THEATRE, INC.

ARTICLE II

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

EFFECTIVE DATE

MAY 1 1995

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares of Common Stock of
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, of encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on May 1, 1995.

ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

7721 Greenwich Court West
Jacksonville, Florida 32277

ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one.

ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Tracy R. Foxworth	7721 Greenwich Court West Jacksonville, Florida 32277

ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

Tracy R. Foxworth	7721 Greenwich Court West Jacksonville, Florida 32277
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ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of Corporation may serve or at any time have served as directors or officers of another corporation in which corporation at such time owned or may own shares of stock or of which it was or may be creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in

connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be 7721 Greenwich Court West, Jacksonville, Florida 32277, and the registered agent at that same address is Tracy R. Foxworth.

ARTICLE XI

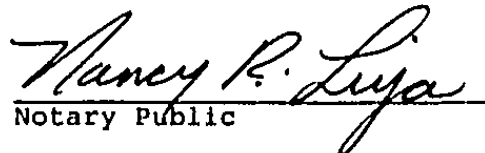
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.


Tracy R. Foxworth

STATE OF FLORIDA
COUNTY OF DUVAL

I hereby certify that on this day, before me, and Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Tracy R. Foxworth to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 29th day of April A.D. 1995.


Notary Public

My Commission expires:

Notary Public, State of Florida
My Commission Expires June 2, 1995
Bonded thru Troy Fahn Insurance Inc.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT?REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: THE FOXWORTH TALENT THEATRE, INC.

2. The name and address of the registered agent and office is:

Tracy R. Foxworth
7721 Greenwich Court West
Jacksonville, Florida 32277

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.

SIGNATURE

DATE

Tracy R. Foxworth
April 29, 1995