

P95000043259

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NO 51738

RE:

Ptolemy  
Productions, Inc.  
95 JUN 2 AM 10 24

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -6 PM 12:05

W95-11418

EFFECTIVE DATE  
6-1-95

6/6/95

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_  
BY SHW CK No. \_\_\_\_\_

WALK-IN 10:22:00  
Will Pick Up

DIVISION OF CORPORATION	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
SUBTOTALS		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit Invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
95 JUN -6 AM 8 50  
DIVISION OF CORPORATIONS

June 2, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: PTOLEMY PRODUCTIONS, INC.  
Ref. Number: W95000011418

We have received your document for PTOLEMY PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 595A00027641

*Corrected*

Articles Of Incorporation  
of  
Ptolemy Productions, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUN -6 PM 12:05

THE UNDERSIGNED, as subscriber to these Articles of Incorporation, being a natural person over the age of eighteen (18) years, competent to contract and to render services under the Law of the State of Florida, hereby present and adopt these articles of formation of a corporation under the Florida General Corporation Act, and other Laws of the State of Florida.

Article I

The name of the corporation is:

**Ptolemy Productions, Inc.**

Article II

Term of existence of this Corporation shall be perpetual. This Corporation shall be deemed to commence its existence on June 1, 1995, and acceptance of these Articles of Incorporation by the State of Florida.

Article III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. To such extent as a Corporation organized under the Florida General Corporation Act of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to any and all things and exercise under the Florida General Corporation Act of this state or under any act amendatory thereof, supplemental thereof, or substitutes therefor.

Article IV

The aggregate number of shares which the Corporation has authority to issue is 10,000 Shares, all of which shall be common shares and par value is \$.50 per share.

EFFECTIVE DATE  
6-1-95

#### Article V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase his prorata share of any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### Article VI

The street address of the initial registered office of the Corporation shall be 1612 Cooling Avenue, Melbourne, Florida 32935.

The name of the initial registered agent at such address is Brian B. Hubbard. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The principal address and the registered office address are the same.

#### Article VII

The Board of Directors of the Corporation shall consist of at least one member. The names and addresses of the first Directors are:

<u>Name</u>	<u>Address</u>
Brian B. Hubbard	1612 Cooling Avenue, Melbourne, FL 32935
Brent W. Hubbard	1612 Cooling Avenue, Melbourne, FL 32935
Paul Schaffranke	1612 Cooling Avenue, Melbourne, FL 32935
George W. Lodge	3355 South Atlantic Avenue, Cocoa Beach, FL 32931

Directors are of full legal age and are residents of the United States of America. The number of directors may be either increased or decreased from time to time by amending the Bylaws of the Corporation.

#### Article VIII

No director or officer of this corporation shall be required to be a shareholder of the corporation in order to qualify for his or her office or to perform duties on behalf of the corporation.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Brian B. Hubbard	1612 Cooling Avenue, Melbourne, FL 32935

#### Article X

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of the Corporation. However, the holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of all their shares with regard to questions of the election and direct appointments of officers, appointment of employees and the issuance of dividends. Such regulations or restrictive provisions shall not effect the right of parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certification evidencing the ownership of such shares.

#### Article XI

The power to adopt, alter, amend or repeal Bylaws shall be vested exclusively in the shareholders.

#### Article XII

The shareholders of the Corporation shall have the power to include in the Bylaws, any regulative or restrictive provisions regarding the proposed sales, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of death, termination, or resignation of any of its shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation provided, however, that such regulatory or restrictive provision shall not effect the right of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

#### Article XIII

The Corporation shall indemnify any officers or directors, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, as the original subscriber hereto have executed the  
Articles of Incorporation this 1st day of June, 1995.

I hereby accept the designation as registered agent.

Brian B. Hubbard  
Brian B. Hubbard, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -6 PM 12:05

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State  
and County aforesaid to take acknowledgments, personally appeared Brian B. Hubbard,  
personally known to me or who produced identification and who did take an oath.

FL Doc. Serial H163-062-59-063-D

WITNESS my hand and official seal in the County and State last aforesaid this  
1st day of June, 1995.

Signature

RS Lowrey

Print Name

RS Lowrey



R S LOWREY  
My Commission CC484289  
Expires Jun. 15, 1997  
Bonded by HAI  
800-422-1556

NOTARY PUBLIC - State of Florida

My commission expires: June 15, 97