



195000043581

May 23, 1995

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

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Helen Butler, Jr.
Secretary
Vernell C. Anderson
Treasurer

Members

Cornelia F. Allen
Reginald Clyne, Esq.
I. Wilford For
Ronald E. Hazler
Howard V. Gary
Howard Hadley, Jr., M.D.
John A. Hall
George F. Hepburn, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Carlo P. Mosk
Gail C. Rivas
Nail Robinson
Dorothy Stewart
Karen Johnson Street
Helen H. Black
Executive Director

RE: Articles of Incorporation: FIRST COAST FILMING AND PRODUCTION, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificates Designating Place of Business and Registered Agent, Check #185 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY-AT-LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

FILED
JUN 30 AM 8:51
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Thank you for attention to this matter.

Sincerely,

JUN 7 1995 BSB

Stanley B. Lewis

Stanley B. Lewis
Attorney-At-Law

SL/cd
Encls.

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draftArticles@trec.state.fl.us

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION

OR

FILED

95 MAY 30 AM 8:51

FIRST COAST FILMING AND PRODUCTION, INC.
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is FIRST COAST FILMING AND PRODUCTION, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 16345 W. Dixie Highway, Ste. 226, North Miami Beach, Florida 33160.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock with a par value of \$1.00 per share. All

stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 16345 W. Dixie Highway, Ste. 226, North Miami Beach, Florida 33160 and the registered agent at that office is VINCENT L. JONES.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:


VINCENT L. JONES
401 N.W. 15th Avenue
Ft. Lauderdale, FL 33311

ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

VINCENT L. JONES
401 N.W. 15th Avenue
Ft. Lauderdale, FL 33311

IN WITNESS WHEREOF, I, VINCENT L. JONES, the undersigned
Incorporator, have signed these Articles of Incorporation on this
23rd day of May, 1995 and acknowledged the same to be my
act.


VINCENT L. JONES

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 23rd day
of May, 1995 by VINCENT L. JONES, who personally
appeared before me at the time of notarization, and who has
produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That FIRST COAST FILMING AND PRODUCTION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of North Miami Beach, County of Dade, State of Florida, has named VINCENT L. JONES located at 16345 W. Dixie Highway, Ste. 226 in the City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY: Vincent L. Jones
VINCENT L. JONES

DATE: 23 May 95