

P95000053136

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

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 JUL 11 AM 11:47

7/11/95

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY ALC \_\_\_\_\_

WALK-IN 7/11 LCC  
Will Pick Up \_\_\_\_\_

RE La Production, Inc.

CC FEE DISBURSED

☒ Capital Express™  
☒ Art of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

☐ Art of Amend. File  
☐ Dissolution/Withdrawal

☐ C U S-

☐ Fictitious Name File

☐ Name Reservation

☐ Annual Report/Reinstatement

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s. Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ( )

☐ Top Priority

☐ Express Mail Prep

☐ FAX ( ) ogs

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

ARTICLES OF INCORPORATION  
OF  
SG PRODUCTIONS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 11 AM 11:47

The undersigned incorporators to these Articles of Incorporation, being above the age of eighteen years and competent to contract, and being citizens and residents of the United States of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, Chapter 607, Florida Statutes, also known as the Florida Business Corporation Act, do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be:

SG Productions, Inc.

SG Productions, Inc. shall be referred to throughout these Articles of Incorporation as the "Corporation."

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence corporate existence upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence, unless sooner dissolved according to law.

ARTICLES III - GENERAL PURPOSE AND POWERS

The Corporation is organized to engage in any lawful purpose and shall have all the powers enumerated in the Florida Business Corporation Act and nothing herein shall be construed as limiting or eliminating any such powers.

ARTICLE IV - CAPITAL STOCK

1. Shares Authorized and Par Value: The Corporation is authorized to issue one

hundred shares of voting common stock having a par value of \$1.00 per share, which shall be designated "Common Stock "

2. Consideration for Stock: The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed or promised to be performed in the future for the Corporation at a fair valuation placed on such property or services by the Board of Directors.

#### ARTICLES V - INITIAL STREET ADDRESS, REGISTERED AGENT AND OFFICE

The initial street address of the Corporation shall be located at 201 S.W. 6th Street, Miami, Florida 33130. The initial registered agent of this Corporation shall be Harry R. Schafer and the registered agent's office address shall be 201 S. Biscayne Blvd., Miami Center, Suite 1100, Miami, Florida 33131-4327. The Corporation may change its street address, registered agent or registered agent's office from time to time without amendment of these Articles of Incorporation.

#### ARTICLE VI - 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 name and street address of the initial directors of the Corporation are:

Harry R. Schafer  
201 S. Biscayne Blvd., Miami Center, Suite 1100  
Miami, Florida 33131-4327

Paul Gilner  
201 S.W. 6th Street  
Miami, Florida 33130

**ARTICLE VII - INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation as incorporators are:

Harry R. Schafer  
201 S. Biscayne Blvd., Miami Center, Suite 1100  
Miami, Florida 33131-4327

Paul Gilner  
201 S.W. 6th Street  
Miami, Florida 33130


**ARTICLE VIII - BYLAWS**

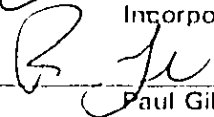
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

IN WITNESS WHEREOF, the undersigned incorporators do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their names and seals this *6th* day of July 1995.

  
\_\_\_\_\_  
Harry R. Schafer  
Incorporator

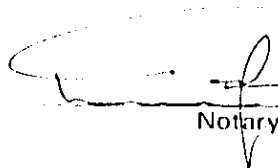
  
\_\_\_\_\_  
Paul Gilner  
Incorporator


STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Harry R. Schafer, known to me and known by me to be one of the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the state and county aforesaid, this 6th day of July 1995.

  
Notary Public



(NOTARIAL SEAL)

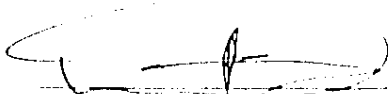
My commission expires:

STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Paul Gilner, known to me and known by me to be one of the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the state and county aforesaid, this 6th day of July 1995.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My commission



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED AGENT'S OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JUL 11 AM 11:47

SG Productions, Inc.

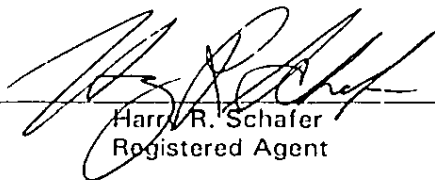
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

SG Productions, Inc. desiring to organize as a corporation under the laws of the State of Florida has named and designated Harry R. Schafer as its Registered Agent to accept service of process within the State of Florida. The Registered Agent's Office is at 201 S. Biscayne Blvd., Miami Center, Suite 1100, Miami, Florida 33131-4327.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned hereby certifies that I am familiar with and hereby accept the obligations of such position. Furthermore, I agree to act in this capacity and to comply with the provisions of all statutes relating to the property and complete performance of my duties as Registered Agent.

Dated this 6th day of July 1995.

  
\_\_\_\_\_  
Harry R. Schafer  
Registered Agent

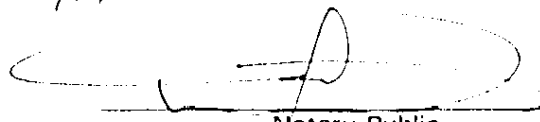


STATE OF FLORIDA

COUNTY OF DADE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Harry R. Schafer, known to me and known by me to the person who executed the foregoing Certificate of Designation of Registered Agent and Registered Agent's Office and he acknowledged before me that he executed that Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the state and county aforesaid, this 6th day of July 1995.

  
\_\_\_\_\_  
Notary Public

(NOTARIAL SEAL)

My commission expires

