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Joseph L. Diaz
Attorney at Law

July 7, 1995

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Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

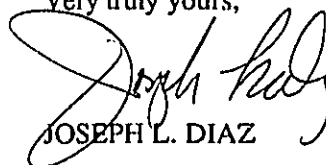
RE: Sand Dollar Studios, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation with reference to the above-named corporation, together with my check in the amount of \$122.50 to cover the filing fees.

Please return a certified copy of the Charter, along with a copy of the articles, as soon as possible to my office.

Very truly yours,


JOSEPH L. DIAZ

JLD:pls

Enclosures

9107
7-14-95

FILED
95 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAND DOLLAR STUDIOS, INC.

FILED
95 JUL 10 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **SAND DOLLAR STUDIOS, INC.**

ARTICLE II: PRINCIPAL OFFICE ADDRESS

The principal office of the corporation shall be located at 35518 Sophie Drive, Zephyrhills, FL 33541, and the mailing address of the corporation shall be 35518 Sophie Drive, Zephyrhills, FL 33541.

ARTICLE III: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated

under the Florida General Corporations Act.

ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is seven thousand (7,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 2522 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent at such address is Joseph L. Diaz. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of three (3) Directors, whose names and post office addresses are as follows:

MARTHA L. HARDIMAN
35518 Sophie Drive
Zephyrhills, FL 33541

FREIDA A. VARNUM
1424 Clearglades Drive
Wesley Chapel, FL 33543

NANCY L. BROWN
1424 Clearglades Drive
Wesley Chapel, FL 33543

who shall hold office until the first annual meeting of the shareholders, and until their successors shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

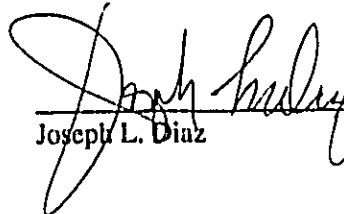
Joseph L. Diaz
2522 West Kennedy Blvd.
Tampa, Florida 33609

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this _____ day of June, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that

the facts herein stated are true.


Joseph L. Diaz

STATE OF FLORIDA

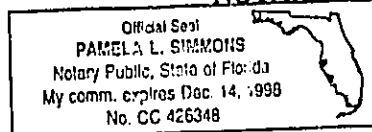
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared Joseph L. Diaz, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 30th day of June, 1995.


NOTARY PUBLIC

My Commission Expires:



RESIDENT AGENT CERTIFICATE

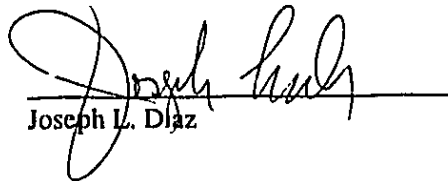
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SAND DOLLAR STUDIOS, INC., desiring to organize under the laws of the State of Florida with its principal office located at 35518 Sophie Drive, Zephyrhills, FL 33541, has named Joseph L. Diaz, located at 2522 West Kennedy Blvd., Tampa, Florida 33609, as its agent to accept

service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Joseph L. Diaz

FILED
95 JUL 10 PM 12: 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA