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BAILEY & JONES  
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OF COUNSEL  
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SENIOR COUNSEL  
WM. R. DAWES

July 10, 1995

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

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-07/11/95--01105--016  
\*\*\*122.50 \*\*\*122.50

VIA FEDERAL EXPRESS

RE: ARTICLES OF INCORPORATION OF SKY'S THE LIMIT CORPORATION

Gentlemen:

Enclosed are the Articles of Incorporation of Sky's The Limit Corporation, together with this firm's check in the amount of \$122.50 to cover the filing fee, charter tax and the appointment of the resident agent.

Please file these articles at your earliest convenience and return a stamped copy to me. Thank you for your consideration in this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,

BAILEY & JONES,  
a professional association

SHARON L. TALA

JUL 21 1995

Charisse C. Delgado  
Paralegal

:ccd  
Enclosure

W95-14216

**BAILEY & JONES**

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WM. R. DAWES

Wednesday, July 19, 1995

Ms. Sharon Tala, Document Specialist Supervisor  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Federal Express

RE: Sky's the Limit Motion Picture Corporation / Ref. #W95000014216

Dear Ms. Tala:

Enclosed are your letter #895A00033919 dated July 14, 1995 and substitute articles of incorporation. The corporate name has been changed from "Sky's the Limit Corporation" to "Sky's the Limit Motion Picture Corporation." This change should be sufficient to distinguish the new corporation from any existing corporations.

You already have received the filing fee. Please file these substituted documents at the earliest opportunity. Thank you for your consideration in this matter. If you have any questions or problems, please call me.

Sincerely,

BAILEY & JONES



Steven Carlyle Cronig

cc: Elliott Merles



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 14, 1995

CHARISSE C. DELGADO  
BAILEY & JONES  
501 BRICKELL AVE., STE. 300  
MIAMI, FL 33131-2623

SUBJECT: SKY'S THE LIMIT CORPORATION  
Ref. Number: W95000014216

We have received your document for SKY'S THE LIMIT CORPORATION 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 895A00033919

13-00000

**THE UNDERSIGNED** hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

- Articles of Incorporation of Sky's the Limit Motion Picture Corporation, Page 1

- b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.
  - c. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.
  - d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.
  - e. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.
  - f. To perform any other act and to exercise any other power permitted to a corporation under the laws of the State of Florida, without limitation thereupon.
4. The capital stock of this Corporation shall consist of 2,500 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.
5. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).
6. The Corporation shall have perpetual existence.
7. The principal office of the Corporation shall be located initially at 161 Southwest 6th Terrace, Boca Raton, Florida 33486 and subsequently at such other place as the Board of Directors may choose.
8. The initial number of directors of the Corporation shall be three, but that number may be increased or decreased down to one from time to time by a majority vote of the shareholders.

9. The names and addresses of the first directors of the Corporation are Wallace R. Merles, 19527 Bay View Road, Boca Raton, Florida; Elliott Merles, 161 Southwest 6th Terrace, Boca Raton, Florida 33486; and David Merles, 161 Southwest 6th Terrace, Boca Raton, Florida 33486.

10. The name and address of the incorporator to these Articles of Incorporation is Steven C. Cronig, Esquire, c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

11. The name and address of the initial Registered Agent and Registered Office for the Corporation is Steven C. Cronig, Esquire c/o Bailey Hunt & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:

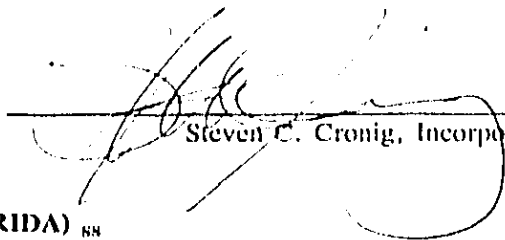
a. The original subscriber of the Corporation shall have the right upon its organization to assign and deliver his subscription of stock, if any, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment. The original subscriber shall be empowered to execute and issue the initial stock certificates to such persons on behalf of the Corporation and to affix the corporate seal thereto.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

d. The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

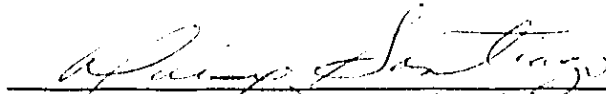
IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 19th day of July, 1995.

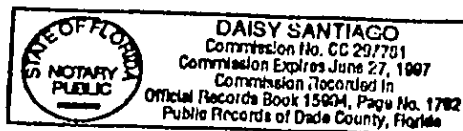
  
\_\_\_\_\_  
Steven C. Cronig, Incorporator

STATE OF FLORIDA) <sup>88</sup>  
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Steven C. Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me, did acknowledge such execution as his free act and deed before me and did not take an oath.

WITNESS MY HAND AND SEAL this 19th day of July, 1995 at Miami, Florida.

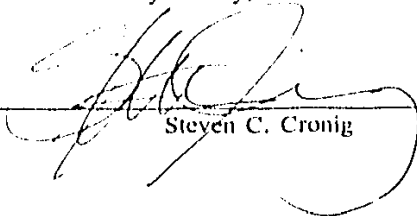
  
\_\_\_\_\_  
NAME: Daisy Santiago  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for Sky's the Limit Motion Picture Corporation and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 19th day of July, 1995.

  
\_\_\_\_\_  
Steven C. Cronig

E:\DATA\SC\CORP\SKYLIM.ART  
File #544006/Wednesday, July 1, 1995  
©1995 Bailey & Jones

95 JUL 20  
FILED  
CLERK OF COURT  
JUL 20 1995  
CLERK OF COURT