

THE MACK COMPANY, ACCOUNTANTS

RAY MACK, ENROLLED AGENT
2515 Countryside Boulevard, Suite A, Clearwater, Florida 34623
RLA-725-9454 FAX: RLX-725-9354



P95000060539

June 26, 1995

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

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-06/29/95--01076--001
*****70.00 *****70.00

RE: Incorporation of: MALL SHOW PRODUCTIONS, INC.

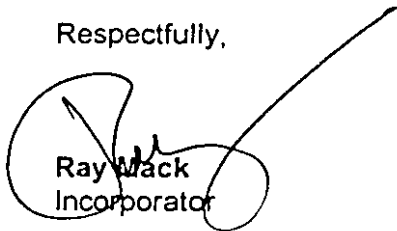
Dear Secretary of State:

Enclosed please find one original and one copy of the Articles of Incorporation of:

MALL SHOW PRODUCTIONS, INC.

Also, please find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fees. Your assistance in establishing the corporation to be known as: MALL SHOW PRODUCTIONS, INC. is appreciated.

Respectfully,


Ray Mack
Incorporator

RECEIVED
JUL 1 1995

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 6, 1995

THE MACK COMPANY ACCOUNTANTS
2515 COUNTRYSIDE BLVD SUITE B
CLEARWATER, FL 34623

SUBJECT: MALL SHOW PRODUCTIONS, INC.
Ref. Number: W95000013562

In reviewing our records, we note there is a(n) MALL SHOW PRODUCTIONS, INC., Document number J54304, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfilled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$775.00, therefore, there is a balance of \$705.00 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 595A00032669

THE MACK COMPANY, ACCOUNTANTS

RAY MACK, ENROLLED AGENT
2515 Countryside Boulevard, Suite B, Clearwater, Florida 34623
813-725-9454 FAX: 813-725-9354



August 3, 1995

Ms. Freida Chesser
% FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: LETTER #595A00032669

Dear Ms. Chesser:

I spoke with you today concerning the incorporation of an entity to be titled: **MALL SHOW PRODUCTIONS, INC.** The result of that conversation is that we do not desire to use that corporate name. Instead, we have chosen to incorporate under the name: **ROBERT A. LANG, INC.**

I have enclosed a new set of Articles of Incorporation for that purpose.

Please apply my original \$70.00 statutory fee to the incorporation of **ROBERT A. LANG, INC.**

Thank you, in advance for your usual fine assistance.

Sincerely,

A handwritten signature in dark ink, appearing to be "Ray Mack", is written over the word "Sincerely,". The signature is stylized with a large loop at the beginning and a long horizontal stroke extending to the right.

Ray Mack

**ARTICLES OF INCORPORATION
OF**

ROBERT A. LANG, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: **ROBERT A. LANG, INC.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued initially as follows:

ROBERT A. LANG.....100%

ARTICLE VI ADDRESS

The street address of the initial registered office and the principal office of the corporation shall be: 2515 Countryside Boulevard, Suite B., Clearwater, FL 34623 and the name of the initial Registered Agent for the corporation at that address is: **RAY MACK** as its Agent to accept service of process within this State.

ARTICLE VII SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by appropriate officers to accomplish this compliance.

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his service, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X SELF DEALING

No contract or other transaction between the corporation and other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI DIRECTORS

This corporation shall have a minimum of ONE director.

ARTICLE XII INCORPORATOR

The name and address of the Incorporator is

Ray Mack
2515 Countryside Blvd., Suite B
Clearwater Florida 34623

ARTICLE XIII INITIAL BOARD OF DIRECTORS

This corporation shall have ONE directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director is:

ROBERT A. LANG, 10304 Turkey Oak Drive, New Port Richey, Florida 34654

ARTICLE XIV INITIAL OFFICERS

President: ROBERT A. LANG
Secretary: ROBERT A. LANG

Their term of office shall be one year, but if a new election is not held, they may retain their offices until such election is held.

ARTICLE XV BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE XVI AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 26th day of June, 1995

Incorporator



Ray Mack

ACCEPTANCE AS REGISTERED AGENT:

I have been designated Registered Agent and agree as Registered Agent to accept service of process and the obligations contained in Florida Statutes Section 607.0505.

Registered Agent

Ray Mack

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Person appeared Ray Mack, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that HE executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 9 day of August, 1995

Lisa Ann Coppola
NOTARY PUBLIC
State of Florida

