

WILLIAM B. PRINGLE III
ATTORNEY AT LAW
SAND LAKE IV BUILDING
SUITE 400
700 SAND LAKE ROAD
ORLANDO, FLORIDA 32809

MAILING ADDRESS
P.O. BOX 6327
ORLANDO, FLORIDA 32809-6327

TELEPHONE
(407) 361-1700
FAX NUMBER
(407) 361-4580

P95000063155
August 11, 1995

VIA FEDERAL EXPRESS DELIVERY

Secretary of State
Corporate Records
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

ORLANDO 1-800-441-2122
408/214-2995--(11057)-0004
****122.50 ****122.50

Re: Articles of Incorporation for Trans-Action, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original set of Articles of Incorporation for the above referenced corporation as well as a copy of the same for conformation and return to our office. I am enclosing a check in the amount of \$122.50 for the filing fee in this matter.

If a corporation already exists under this name, please return the enclosed Articles of Incorporation and check to our office and advise me of the same.

Should you have additional questions in this regard, please do not hesitate to contact me.

Very truly yours,

William B Pringle III
William B. Pringle, III
(Signed in his absence to avoid delay.)

WBPIII/jmh
Enclosures

8/15/95

ARTICLES OF INCORPORATION
OF
TRANS-ACTION, INC.

35 MAR 14 1963
RECORDED & INDEXED
STATE OF FLORIDA

ARTICLE I. NAME

The name of this corporation is TRANS-ACTION, INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purpose(s):

a. To engage in any or all lawful business for which corporation may be incorporated under the laws of Florida.

ARTICLE III. POWERS

The corporation shall have the following powers:

a. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

d. To lend money to, and use its credit to assist its officers and employees in accordance with law.

e. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

f. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

g. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

h. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

i. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

j. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

k. To make donations for the public welfare or for charitable, scientific, or educational purposes.

l. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

m. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

n. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

o. To have and exercise all powers necessary or convenient to effects its purposes.

ARTICLE IV.
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

William B. Pringle, III
7380 Sand Lake Road, Suite 350
Orlando, Florida 32819

ARTICLE VII.
INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws. The name and address of the director of this corporation is:

Alan A. Siegel
7380 Sand Lake Road
Suite 350
Orlando, FL 32819

This corporation shall have the following officers:

Donald Golden, President
6001 Broken Sound Parkway NW
Suite 508
Boca Raton, Florida 33487

Alan A. Siegel, Vice-President/Treasurer
7380 Sand Lake Road
Suite 350
Orlando, Florida 32819

Fran Golden, Vice-President/Secretary
6001 Broken Sound Parkway NW
Suite 508
Boca Raton, Florida 33487

ARTICLE VIII. INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Alan A. Siegel
7380 Sand Lake Road
Suite 350
Orlando, FL 32819

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X.
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

ARTICLE XI. AMENDMENT

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

ARTICLE XII. PRINCIPLE OFFICE

The principle office address is 7380 Sand Lake Road, Suite 350, Orlando, FL 32819.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of August, 1995.

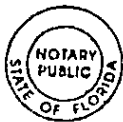
Alan A. Siegel
ALAN A. SIEGEL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared ALAN A. SIEGEL, who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and who swore to and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9 day of August, 1995.

Robert Fischetti
Notary Public
My Commission Expires:



ROBERT FISCHETTI
My Comm Exp. 3/16/97
Bonded By Service Ins
No. CC267107

Printed Name Overlaid

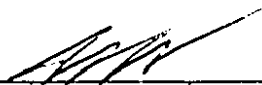
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that TRANS-ACTION, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Orlando, County of Orange, State of Florida, has named William B. Pringle, III, Esquire of 7380 Sand Lake Road, Suite 350, Orlando, Florida 32819, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated 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 offices.



William B. Pringle, III
Registered Agent

FILED
95 AUG 14 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000063155

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 353
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE

MARILYN SCHAPPELT, CLA
CERTIFIED LEGAL ASSISTANT

TELEPHONE (407) 302-0001
FAX (407) 750-1212

777.0

July 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

500001890605
-07/11/96--01022--002
*****87.50 *****87.50

Re: Trans-Action, Inc.

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the Articles of Dissolution and Consent regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$87.50 representing the following fees:

Receiving, filing and indexing Articles of Dissolution	\$ 35.00
Certified copy of Articles of Dissolution	<u>52.50</u>
TOTAL	\$87.50

96 JUL -5 PM 9 11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappelt, CLA
Marilyn Schappelt, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Don Golden

m30

100000063155
9

① MAY 17
January 9, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Trans-Action, Inc.

Ladies & Gentlemen:

Please accept this letter as our authorization for Trans-Action, L.C., a Florida limited liability company to use the name Trans-Action in Florida.

If you have any questions, please do not hesitate to contact me.


Sincerely,

SHAREHOLDERS:

Action Communications, Inc., a Florida corporation

By: 
Donald Golden, President

Backstreet Productions, Inc., a Florida corporation

By: 
Louis Pearlman, President

m4819

ARTICLES OF DISSOLUTION
OF
TRANS-ACTION, INC.

FILED
96 JUL -5 AM 9:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I

Name

The name of the corporation is Trans-Action, Inc. (the "Corporation") incorporated on August 14, 1995 under charter number P95000063155.

Article II

Date of Dissolution

These Articles of Dissolution shall be effective upon the filing of these Articles of Dissolution with the Florida Secretary of State.

Article III

Shareholder Approval

These Articles of Dissolution were unanimously adopted by the Shareholders of the Corporation pursuant to the written consent as of May 17, 1996 in accordance with Subsection 607.1402(6) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Dissolution as of this 17th day of May, 1996.

Trans-Action, Inc., a Florida corporation

By: 

Donald Golden, President