

P95000063693

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) 722-1222

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
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 17 PM 12:49

AL 8/17/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	AAK		

WALK-IN Will Pick Up 816 1242

RE: media Arts South
Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S.	4100001563064	
<input type="checkbox"/> Filiculous Name File	0827 7295 01024 1007	
	++++ 122.50	++++ 122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
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
MEDIA ARTS SOUTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 17 PM 12:49

ARTICLE I - NAME

The name of the Corporation is:

MEDIA ARTS SOUTH, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- c. To promote the educational well-being of students.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine

the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this Corporation is: 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent of the Corporation shall be: John A. Jabro, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Article is: John A. Jabro, 90311 Overseas Highway, Suite B, Tavernier, Florida 33070.

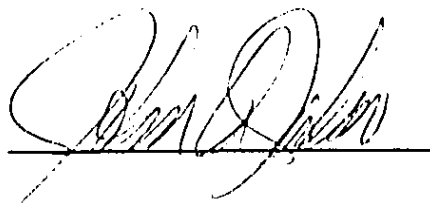
ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

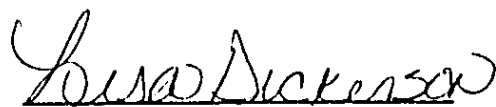
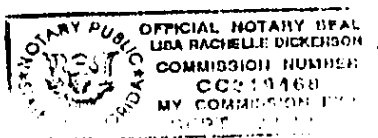
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 16th day of
AUGUST, 1995.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16th
day of AUGUST, 1995, by JOHN A. TABAC (X) who is
personally known to me or () produced _____ as
identification.



Notary Public

Print Name:

My Commission Expires: 9/28/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF REGISTERED AGENT/REGISTERED ~~000000~~ 17 PM 12:49

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

1. MEDIA ARTS SOUTH, INC., desiring to organize under
the laws of the State of Florida with its principal office as indicated in
the Articles of Incorporation at 90311 Overseas Highway, Suite B,
Tavernier, Florida 33070, Monroe County, State of Florida, names as
its agent to accept service of process within this State: JOHN A.
JABRO, ESQUIRE.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the 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:


JOHN A. JABRO, ESQUIRE

Date: 