

P96000009646

Taylor's Business Services

172 Old Venice Road, Opa-locka, FL 33050
Phone (305) 960-7501 Fax (305) 960-7511

January 24, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001700310
-01/29/96--01060--002
****122.50 ****122.50

Re: FELLOWS PRODUCTIONS, INC.

Gentlemen:

Enclosed please find an original executed Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Very truly yours,

Frances M. Caudle

Frances M. Caudle

Enclosures

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ARTICLES OF INCORPORATION
OF
FELLOWS PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this corporation is FELLOWS PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist permanently.

ARTICLE III - PURPOSE

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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is 208 Old Venice Road, Osprey, FL 34229, mailing address P.O. Box 505, Osprey, FL 34229, and the name and address of the initial registered agent of this corporation is Frances M. Caudle, 172 Old Venice Road, Osprey, FL 34229.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Robert Fellows
208 Old Venice Road
Osprey, FL 34229

Wendy M. Fellows
10538 Pinyon Avenue
Tujunga, CA 91042

Frances M. Caudle
172 Old Venice Road
Osprey, FL 34229

ARTICLE VII - INCORPORATOR

The names and addresses of the persons signing these articles are:

Robert A. Fellows
208 Old Venice Road
Osprey, FL 34229

ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF the undersigned subscribers executed these Articles of Incorporation this 24 day of January, 1996.

Robert A. Fellows
Robert A. Fellows

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT A. FELLOWS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid this 24th day of January, 1996.

Signed: Frances M. Caudle

Print Name: Frances M. Caudle

Notary Public State of Florida

My Commission Expires

FRANCES M. CAUDLE
Notary Public, State of Florida
My Comm. Expires May 19, 1997
Comm. No CC287938
Fla Notary Services & Bonding Co.

I HEREBY ACCEPT appointment as initial registered agent of the above named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper Department of the State of Florida has been notified.

Frances M. Caudle
Frances M. Caudle