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ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

FILED

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MILTON B. BLAUT *
ELLEN B. BRYAN
ALAN B. COHN *
ANDY M. CUSTER
MAURICE M. GARCIA
GENE K. GLASSER *
STANLEY D. GOTTSCHEN *
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O K *
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN O
KAREN A. YOUNG

EDWARD B. RESNICK (RET.)

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

* MEMBER OF D.C. BAR
* MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9000

ONE BOCA PLACE * SUITE 411-E
2255 OLADES ROAD
BOCA RATON, FLORIDA 33431-7383

96 FEB 23 PM 1:38
TALLAHASSEE, FLORIDA
FAXI (904) 928-7013
SECRETARY OF STATE
(407) 994-2772
FAXI (407) 997-8494
NORTH BROWARD (954) 428-0800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO:

File No. Hollywood

ZZZ-Q-0005

February 16, 1996

VIA CERTIFIED MAIL # Z 361 725 934

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****122.50 ****122.50

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

RE: ROBERT STEPHEN SIMON STUDIOS, INCORPORATED

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for ROBERT STEPHEN SIMON STUDIOS, INCORPORATED. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Also enclosed is a duplicate of this letter, please date stamp and return in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Rick Allen at Ext. 132.

Sincerely yours,

ABRAMS, ANTON, ROBBINS, RESNICK
& SCHNEIDER, P.A.

GENE K. GLASSER

GKG:rea
Enclosures
158472

PH 2/27/96

LAW OFFICES

ADRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1918-1992

PAUL B. ANTON
1927-1991

MILTON S. BLAUT *
ELLEN S. BRYAN
ALAN B. COHN *
ANDY M. CUSTER
MAURICE M. GARCIA
GENE K. GLASSER *
STANLEY D. GOTTSCHEN *
B. T. A. ORTH
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(407) 994-2212
(407) 994-2772
FAX (407) 997-5494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
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FILED

ARTICLES OF INCORPORATION

96 FEB 23 PM 1:38

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT STEPHEN SIMON STUDIOS, INCORPORATED

The undersigned incorporator(s) of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be ROBERT STEPHEN SIMON STUDIOS, INCORPORATED.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 2700 South Oakland Forest Drive, No. 501, Fort Lauderdale, Florida, 33309.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: ROBERT STEPHEN SIMON, 2700 SOUTH OAKLAND FORREST DRIVE, NO. 501, FORT LAUDERDALE, FLORIDA, 33309.

ARTICLE VII

DIRECTORS: The corporation shall have four (4) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT STEPHEN SIMON	2700 S. OAKLAND FORREST DR. FORT LAUDERDALE, FL 33309
MINI ROMER	4001 HILLCREST DRIVE HOLLYWOOD, FLORIDA 33021
CLARA HELSEL	4001 HILLCREST DRIVE HOLLYWOOD, FLORIDA 33021

ARTICLE IX

INCORPORATOR: The names and address of the incorporator to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT STEPHEN SIMON	2700 S. OAKLAND FORREST DR. FORT LAUDERDALE, FL 33309

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the

Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 16th day of February, 1996.


ROBERT STEPHEN SIMON

FILED

ACCEPTANCE OF REGISTERED AGENT

96 FEB 23 PM 1:38

Having been named as the Registered Agent to accept ^{SECRETARY OF STATE} process for ROBERT STEPHEN SIMON STUDIOS, INCORPORATED ^{TALLAHASSEE, FLORIDA} designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: February 16, 1996


ROBERT STEPHEN SIMON

#158068