

P96000021779

Sonja R. Ward
P.O. Box 290993
Tampa, FL 33687

March 5, 1996

Nancy Hendricks
New Filings Section,
Division of Corporations,
P.O. Box 6327,
Tallahassee, FL 32314

Dear Ms. Hendricks:

Please find enclosed two (2) copies of the Articles of Incorporation and Certificate of Designation: Registered Agent/Registered Office for the new corporation - THE YBOR CITY MOTION PICTURE COMPANY, INC..

Please file the original with the Division of Corporations in accordance with Chapter 607, Florida Statutes.

The additional copy has been included so that it might be stamped as filed and returned to us at:

THE YBOR CITY MOTION PICTURE COMPANY, INC.

P.O. Box 290993
Tampa, FL 33687

400001740664
-03/13/96--01007--015
*****70.00 *****70.00

This copy will help us in opening a depository account and filing for an employer identification number.

A check for \$70.00 is enclosed to cover the fees for filing the incorporation (\$35.00) and registering the agent (\$35.00). We are not requesting a certified copy at this time.

Should you have any questions regarding this filing, please contact us at the address provided above.

Sincerely,

Sonja R. Ward
Sonja R. Ward

MAR 11 1996' BSR

RECEIVED
96 MAR - 1 PM 1:39
DIVISION OF CORPORATIONS

FILED
96 MAR - 1 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE YBOR CITY MOTION PICTURE COMPANY, INC.

FILED
96 MAR -7 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of State of Florida these Articles of Incorporation in accordance with Chapter 607 of the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

THE YBOR CITY MOTION PICTURE COMPANY, INC.

ARTICLE II: DURATION AND EXISTENCE

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the State, and thereafter, the existence of this corporation shall be perpetual.

ARTICLE III: CAPITAL STOCK

The total number of capital stock authorized to be issued by the corporation shall be ten million (10,000,000) shares having no par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation called to be fixed by the Board of Directors at a meeting for such purposes. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 1505 E. Palm Ave., P.O. Box 290993, Tampa, FL 33687, and the name and address of the initial registered agent of this corporation is:

SONJA R. WARD, 1505 E. Palm Ave., P.O. Box 290993, Tampa, FL 33687

ARTICLE V: PURPOSES, BUSINESS, OR OBJECT

The general nature of business to be transacted by this corporation, or the objects or purpose of this corporation, shall be as follows:

(a) To purchase, take, receive, lease, own, hold, improve, and use real and personal property of any and all kinds wherever situated that may be lawfully acquired and held by a corporation, including but not limited to lands, leaseholds, shares of stock, mortgages, bonds, debentures and other securities, merchandise, back debts and claims, copyrights, trademarks, trade names, patent rights, licenses, grants and concessions and any interest in real or personal property;

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) 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;

(d) To conduct its business, carry on its operations and have offices and exercise the powers conferred by the laws of the State

of Florida within or without the State of Florida;

(e) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(f) 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;

(g) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida, and any amendments thereto, and to any and all things herein above set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE VI: PRINCIPAL OFFICE

The address of the principal office of the corporation shall be located at: 1505 E. Palm Ave., P.O. Box 290993, Tampa FL 33687, but the corporation shall have the power to relocate its principal office and to establish branch offices at the other places within the State of Florida as may be determined and deemed appropriate.

ARTICLE VII: BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than (35) members, the number of the same to be fixed by the

Shareholders or by the Corporate By-laws. Each of said Directors shall be at least 18 years of age. A quorum for the transaction of businesses shall be as determined by the Directors from time to time and as held within the State of Florida. The Stockholders of the corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII: FIRST BOARD OF DIRECTORS

The name and address of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office, for the first year of existence of this corporation, or until an election is held by the Stockholders for the election of permanent Directors or until their successors have been duly elected and qualified, are:

SONJA R. WARD, 1505 E. Palm Ave., P.O. Box 290993, Tampa, FL 33687

ARTICLE IX: BY-LAWS

(a) The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-laws, shall be vested in the Board of Directors of the corporation provided, however, that any By-Laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Shareholders.

(b) The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or

requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

ARTICLE X: AMENDMENTS TO THE ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

SONJA R. WARD, 1505 E. Palm Ave., P.O. Box 290993, Tampa, FL 33687

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

Sonja R. Ward

SONJA R. WARD, Incorporator

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 5th day of March, 1996, personally appeared SONJA R. WARD, to me known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein contained.

WITNESS by my hand and official seal the date aforesaid.


Notary Public State of Florida

My Commission Expires: 09-07-97



JON ERIC STATHAM
My Commission CC313378
Expires Sep. 07, 1997
Bonded by HAI
800-482-1885

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 MAR -7 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

THE YBOR CITY MOTION PICTURE COMPANY, INC.

2. The name and address of the registered agent and office is:

SONJA R. WARD, 1505 E. Palm Ave., P.O. Box 290993, Tampa, FL 33687

SIGNATURE: Sonja R. Ward
(corporate officer)

TITLE: DIRECTOR

DATE: 3-5-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Sonja R. Ward
SONJA R. WARD

DATE: 3-5-96

P96000021779

The Edge - Ybor City, Inc.
P.O. Box 4023
Brandon, FL 33509
(813) 220-5462

November 5, 1996

Nancy Hendricks
New Filings Section,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 NOV 21 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Hendricks:

Please find enclosed two (2) copies of the Amendment to the Articles of Incorporation for The Ybor City Motion Picture Company, Inc.

Please file the original with the Division of Corporations in accordance with Chapter 607, Florida Statutes.

The additional copy has been included so that it might be stamped as filed and returned to us at:

The Edge - Ybor City, Inc.
P.O. Box 4023
Brandon, FL 33509

A check for \$35.00 is enclosed to cover the fees for filing the amendment.

Should you have any questions regarding this filing, please contact us at the address provided above.

Sincerely,

Sonja R. Ward

Sonja R. Ward
Incorporator/Director

700002022037--5
-12/06/96--01028--016
*****35.00 *****35.00

N. HENDRICKS NOV 22 1996

Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1986

SONJA WARD
P.O. BOX 4023
BRANDON, FL 33509

SUBJECT: THE YBOR CITY MOTION PICTURE COMPANY, INC.
Ref. Number: P96000021779

We have received your document for THE YBOR CITY MOTION PICTURE COMPANY, INC. and check(s) totaling \$15. However, your check(s) and document are being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 496A00051737

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
96 NOV 21 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.187(1), Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST:

The name of the corporation is: The Ybor City Motion Picture Company, Inc.

SECOND:

The following amendment to the Articles of Incorporation was adopted unanimously by the shareholder of the corporation:

The name of the corporation is amended to: The Edge - Ybor City, Inc.

THIRD:

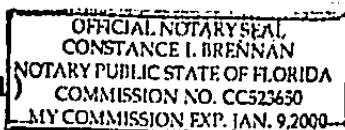
The amendment was adopted by the consent of the sole shareholder of the corporation on the 5th day of November 1996.

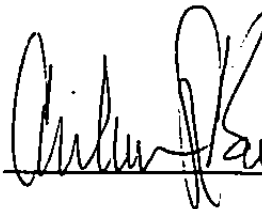
By Sonja R. Ward, as Incorporator/Director / Chairman / PRES.
(Sonja R. Ward)

State of Florida, County of Hillsborough

Before me, the undersigned authority, personally appeared Sonja R. Ward, to me known to be the person who executed the foregoing Article of Amendment to the Articles of Incorporation and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and seal this 5th day of November, 1996.

(seal) 

 Notary