

25D P9600000-218108

96 MAR 11 11:30

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

RECEIVED FEB 28 1996  
-03/11/96-01042--001  
\*\*\*1000.00 \*\*\*\*71.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. OUTLAW PICTURES, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 MAR 11 PM 2:17

3-11-96  
Examiner's Initials WU

# **ARTICLES OF INCORPORATION OF OUTLAW PICTURES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

## **ARTICLE 1 - NAME**

The name of the Corporation is **OUTLAW PICTURES, INC.**, (hereinafter, "Corporation").

## **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2636 Key Largo Lane, Fort Lauderdale, Florida 33312 and the mailing address is the same.

## **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

## **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Wayne Wiggins
Vice-President:	Angela Murphy-Gamand
Secretary:	Tonia Zook
Treasurer:	Tonia Zook

whose addresses shall be the same as the principal office of the Corporation.



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## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Wayne Wiggins  
Angela Murphy-Garnand

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer<sup>®</sup> Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer<sup>®</sup> Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.




**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8 March 1996.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Natalia Utrera, Vice President

ARTS BNC

FILED  
CLERK OF STATE  
96 MAR 11 PM 2:17



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OLLE, MACAULAY & ZORNILLA, P.A.

ATTORNEYS AT LAW

1408 MIAMI CENTER

801 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

(305) 355-9200

TELECOMIX (305) 355-9517

November 13, 1996

**FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Outlaw Pictures, Inc.**

Ladies and Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Amendment of the Articles of Incorporation of the captioned company changing the corporate name to Florida Productions, Inc., changing the principal business address and increasing the authorized capital of the corporation from 7,500 shares to 10,000,000 shares. Also enclosed is a check in the amount of \$87.50, made payable to the Florida Secretary of State, to cover the required filing fees as follows:

Filing Fee	\$35.00
Certified Copy	52.50
	\$87.50

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-11/14/96--01099--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Please acknowledge receipt of this filing by stamping the enclosed copy of this letter and return the same to me, along with the certified amendment, in the enclosed self-addressed, prepaid Federal Express envelope

If you have any questions, please feel free to call me.

Sincerely,

Margaret O'D. Ryder  
Legal Assistant

MODR  
Enclosures

1701003\L\Amend.Art

VS NOV 22 1996

VS NOV 22 1996

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NOV 14 PM 12:42  
FEDERAL EXPRESS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
OUTLAW PICTURES, INC.**

**FILED**  
96 NOV 14 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1. The name of this corporation is Outlaw Pictures, Inc., a Florida corporation (the "Corporation").

2. Article 1 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

"

**ARTICLE 1 - NAME**

The name of the Corporation is FLORIDA PRODUCTIONS, INC.  
(hereinafter, "Corporation")."

3. Article 3 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

"

**ARTICLE 3 - PRINCIPAL OFFICE**

The principal office of this Corporation is c/o Olle,  
Macaulay & Zorrilla, P.A., 201 South Biscayne Boulevard,  
Suite 1402, Miami, Florida 33131 and the mailing address  
is the same."

4. Section 7.1 of Article 7 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

"

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this  
Corporation is authorized to have outstanding at any time  
is 10,000,000 shares of common stock having a par value  
of \$.01 per share."

5. The foregoing amendments were adopted by the Shareholders of the Corporation at a Special Meeting of Shareholders held on November 11, 1996.

6. 400 of the Corporation's 7,500 shares of common stock, par value \$1.00 per share, have been issued as of this date and as of the date of the adoption of these amendments, and 300 of such shares were voted in favor of the amendments and none against.



IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 13th day of November, 1996.

OUTLAW PICTURES, INC.

(Corporate Seal)

By: Wayne R. Wiggins  
Wayne R. Wiggins, President

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of November, 1996 by Wayne R. Wiggins, the President of Outlaw Pictures, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification.

Notary Public, State of Florida  
(Print Name)

My Commission Expires:



Notary Public, State of Florida  
HENRY J. JENZANO, JR.  
My Comm. Exp. 12/27/98  
Comm. No. CC 238994

(SEAL)

P96000021868

OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1408 MIAMI CENTER

201 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131

(305) 355-9200

TELECOPIER (305) 355-9017

November 20, 1996

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

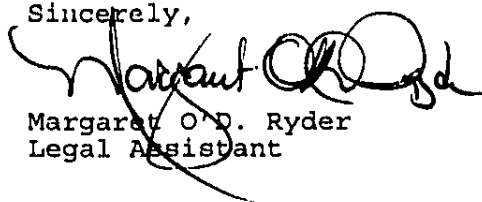
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-11/22/96--00032--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Productions, Inc.  
f/k/a Outlaw Pictures, Inc.

Ladies and Gentlemen:

Enclosed for filing with the Department of State is the Statement of Change of Registered Office and Agent on behalf of the captioned company. Also enclosed is a check in the amount of \$35 made payable to the Florida Secretary of State to cover the required filing fee. Please acknowledge receipt of this filing by stamping the enclosed copy of this letter and return the same to me in the enclosed self-addressed, stamped envelope.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

MODR

1588015\L\Florida.N96

*Cora Lachy  
Linda*

96 NOV 22 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the under-  
signed corporation organized under the laws of the State of Florida, submits  
the following statement in order to change its registered office or registered agent, or  
both, in the State of Florida.

1. The name of the corporation is: Florida Productions, Inc. f/k/a  
Outlaw Pictures, Inc. FEIN 65-0647623

1a. Date of Incorporation March 11, 1996 Document number P96000021868

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

AmeriLawyer Chartered, 343 Almeria Avenue,  
Coral Gables, Florida 33134

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

Dennis J. Oile, OILE, MACAULAY & ZORRILLA, P.A.  
201 South Biscayne Boulevard, Suite 1402, Miami, FL 33131

The street address of its registered agent and the street address of the business office  
of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

SIGNATURE

Wayne Wiggins (name and title) President

DATE November 18, 1996

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 RELATIVE TO THE PROPER AND COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Dennis J. Oile (Registered Agent)

DATE November 18, 1996

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

FILED  
96 NOV 22 AM 10:55  
TALLAHASSEE, FLORIDA