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PIPER, ESTEVA, GREEN, KARVONEN & LEWIS
Attorneys at Law

MICHAEL B. PIPER
JOHN L. GREEN, JR.
JOHN E. KARVONEN
DAVID B. KROUK

SUITE 410 • 3637 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33704
(813) 821-6550
FAX • (813) 821-3720

HENRY ESTEVA
OF COUNSEL

March 15, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/21/96--01061--013
****122.50 ****122.50

Re: LIL' LITE PRODUCTIONS, INC.
Our File: L-262-S

Dear Sir:

Please find enclosed original Articles of Incorporation for the above-named corporation along with an original Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	<u>\$ 122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Lee W. Schafer

LWS\dlg
Enclosures

lws\262corp.ltr

FILED
RECEIVED
MAR 21 1996
TALLAHASSEE, FLORIDA
6:38
LEW MAR 28 1996

EXPIRATION DATE
3/15/1991

ARTICLES OF INCORPORATION

OF

LIL' LITE PRODUCTIONS, INC.

FILED
JAN 21 AM 11:30
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is LIL' LITE PRODUCTIONS, INC.
2. **Principal Office or Mailing Address.** The principal office or the mailing address of the corporation is 2341 - 43rd Avenue North, St. Petersburg, Florida 33714.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares of Voting Common Stock having no par value.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this corporation is 2341 - 43rd Avenue North, St. Petersburg, Florida 33714 and the name of its initial registered agent at said address is WENDY NICHOLSON.
7. **Initial Board of Directors.** This corporation shall have eight (8) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
SUSAN NICHOLSON	2341 - 43rd Avenue North St. Petersburg, Florida 33714
WENDY NICHOLSON	2341 - 43rd Avenue North St. Petersburg, Florida 33714
SUSAN CHAUVIN	5796 Ulmerton Road, #202 Clearwater, Florida 34620

LORI CHAUVIN

13500 Rodgers Ave., Apt. 1014
Largo, Florida 34641

PEGGY SEMMONS

1647 Palmwood Drive
Clearwater, Florida 34616

DAWN HILD

8642 Kumquat Ave.
Largo, Florida 34647

EILEEN EPRIGHT

7571 - 18th Avenue North
St. Petersburg, Florida 33710

CATHY LAVICKA

6414 - 109th Avenue North
Pinellas Park, Florida 33565

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS


WENDY NICHOLSON

2341 - 43rd Avenue North
St. Petersburg, Florida 33714

9. **Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he, she or it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him, her or it to exercise his, her or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15 day of March, 1996.


WENDY NICHOLSON, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 5th day of March, 1996, by WENDY NICHOLSON, who is personally known to me or who has produced her Florida driver's license as identification and who did take an oath.

Sign: Donna L. Goldie

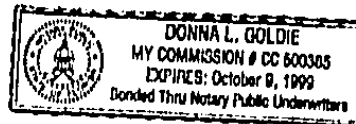
Print: DONNA L. GOLDIE

Notary Public

State of Florida at Large

My commission expires:

lwa\1262.nrt



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 agent/registered office in the State of Florida:

1. The name of the corporation is LIL' LITE PRODUCTIONS, INC..
2. The name and address of the registered agent and office is:

WENDY NICHOLSON
2341 - 43rd Avenue North
St. Petersburg, Florida 33714



WENDY NICHOLSON
Incorporator

March 15, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



WENDY NICHOLSON

March 15, 1996

MAR 21 11:39
TALLAHASSEE, FLORIDA