

P96000029997



ACCOUNT NO. : 072100000032

REFERENCE : 900662 83495A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ PREPAID BY CLIENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -5 PM 1:39

ORDER DATE : April 5, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 900662

CUSTOMER NO: 83495A

CUSTOMER: Kate Johnson, Legal Assistant
WALTON H. MCMICHAEL, PA

Suite 200
8401 Jr Manor Drive
Tampa, FL 33634

200001770682
-04/05/96--01012--024
122.50 *35.00

200001770682
-04/05/96--01012--024
122.50 *87.50

DOMESTIC FILING

NAME: UNDERWORLD PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LYDIA LOTT

EXAMINER'S INITIALS: _____

RECEIVED
95 APR -5 AM 10:10
DIVISION OF CORPORATIONS

54-5

ARTICLES OF INCORPORATION
OF
UNDERWORLD PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -5 PM 1:39

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be Underworld Productions, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of One Hundred Thousand shares of common voting stock having a par value of (\$.001) per share which may be issued

for consideration consisting of any tangible or intangible property or benefit to the Corporation, including but not limited to cash, promissory notes, labor or services performed, promises to perform labor or services evidenced by written contract, or other securities of the Corporation, which the Board of Directors of the Corporation determines is adequate. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of the State of Florida.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Capital Stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VII

NO PREEMPTIVE RIGHTS

No holder of share of the Capital Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any shares of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock

of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such period as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VIII

INITIAL CORPORATION ADDRESSES AND INITIAL REGISTERED OFFICE AND AGENT

The address of the principal office of the Corporation is 2600 Robert Trent Jones Drive, Suite 932, Orlando, Florida 32835 and the mailing address of the Corporation is 2600 Robert Trent Jones Drive, Suite 932, Orlando, Florida 32835. The street address of the initial registered office of this Corporation is 2600 Robert Trent Jones Drive, Suite 932, Orlando, Florida 32835 and the name of the initial Registered Agent of this Corporation at that address is Brett A. Sealy.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. the number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than one (1). the names and address of the initial Directors of this Corporation are:

Brett A. Sealy
2600 Robert Trent Jones Drive
Suite 932
Orlando, Florida 32835

Joseph Lapchick
2600 Robert Trent Jones Drive
Suite 932
Orlando, Florida 32835

ARTICLE X

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Brett A. Sealy
2600 Robert Trent Jones Drive
Suite 932
Orlando, Florida 32835

ARTICLE XI
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions 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 above-named Incorporator has hereunto subscribed his name this 1 day of April, 1996.



Brett A. Sealy, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF CORPORATIONS
96 APR -5 PM 4:39

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505, FLORIDA STATUTE,
THE FOLLOWING IS SUBMITTED:

Underworld Productions, Inc., desiring to organize or qualify under the Laws of the
State of Florida, with its principal place of business at the City of Orlando, State of Florida,
has named Brett A. Sealy located at 2600 Robert Trent Jones Drive Suite 932 Orlando,
Florida 32835, as its agent to accept service of process within Florida.

SIGNATURE: Brett A. Sealy
NAME: BRETT A. SEALY
TITLE: INCORPORATOR
DATE: April 1, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH
AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE
DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Brett A. Sealy
NAME: BRETT A. SEALY
TITLE: REGISTERED AGENT
DATE: April 1, 1996