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TALLAHASSEE, FL 32301  
904-211-1171  
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96 APR 11 PM 12:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 914854 114383A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : April 11, 1996

ORDER TIME : 8:54 AM

ORDER NO. : 914854

500001776825

CUSTOMER NO: 114383A

CUSTOMER: Ms. Paulina Hernandez  
JULIO C. HERNANDEZ - TAX,  
ACCOUNTING & NOTARY SERVICES  
105 Bridle Court

Kissimmee, FL 34743

DOMESTIC FILING

NAME: SCARAMUCHA PRODUCTIONS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

95 APR 11 AM 10:08

RECEIVED

TH  
4-11-96

ARTICLES OF INCORPORATION  
OF  
SCARAMUCHA PRODUCTIONS, INC.

FILED  
96 APR 11 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is SCARAMUCHA PRODUCTIONS, INC.

ARTICLE II

The principal office of the corporation is located at 7430 Republic Drive, Orlando, Florida 32819.

ARTICLE III

The street address of the initial registered agent of the corporation is 105 Bridle Court, Kissimmee, Florida 34743, and the name of the initial registered agent at that address is Julio C. Hernandez.

ARTICLE IV

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

The affairs of this corporation shall be managed initially by a Board of one (1) Director. The number of Directors may be changed by amendment of the By-Laws of the corporation. The name and address of the person who is to act in the capacity of Director until the selection of her successor is:

NAME

Julio C. Hernandez

ADDRESS

105 Bridle Court  
Kissimmee, Florida 34743

At the first annual meeting, the members shall elect one (1) Director for a term of one (1) year.

ARTICLE VI

The affairs of the corporation shall be managed by a President, Vice-President, Secretary, and Treasurer and such other officers as permitted by the By-Laws. The names of the persons who shall act as officers of the corporation until the election of their successors are:

President	Julio C. Hernandez
Vice-President	Carlos J. Hernandez
Secretary-Treas.	Paulina Hernandez

The above-named officers shall serve until the first and organizational meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their selection.

ARTICLE VII

DURATION

The corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE IX

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock (having a par value of \$100.00 per share). All shares are subject to the following restrictions:

A. Shareholders may dispose of their stock in this corporation or encumber said stock only under the conditions expressed herein.

B. Any shareholders desiring to encumber or dispose of their stock must obtain the written consent of each of the other shareholders of this corporation.

C. In the absence of the obtaining of such written consent, the shareholder desiring to encumber or dispose of the stock shall offer to sell all of his stock, first, to the corporation in accordance with the terms of this agreement. He shall inform the corporation of his intention to sell by registered mail to the corporation, at its registered agent's office, and to each shareholder. Within sixty (60) days of the date of such receipt of said notice by the corporation and by each of the other shareholders, the sale shall take place and the corporation shall purchase the stock in accordance with the requirements hereinafter stated. The purchase price for each share of stock shall be the book value on the last day of the month preceding the date of the notice of intention to sell. The accountant for the corporation shall determine the book value, and the corporation shall pay said amount in cash. If the corporation does not have sufficient surplus, then whatever surplus is available shall be utilized and the corporation, through its shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the corporation in order to provide sufficient surplus for the corporation to purchase all of the offered stock. In the event the corporation is unable under the law to so reduce its capital, then the shareholders shall offer to sell the stock to the remaining shareholders of the corporation, to be purchased at the same time as defined above, on a pro rata basis. In the event of the death of any shareholders, his stock shall be purchased by the corporation, in accordance with the above-referenced provisions. In the event the corporation is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right to purchase their pro rata amount of the decedent's stock at the above determined price. The estate of the decedent shall be obligated to sell said stock to the corporation or other shareholders.

D. The certificates of stock of this corporation shall be temporarily surrendered to the corporation for the purpose of adding the following endorsement on each share certificate: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said Articles provide for restrictions upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the Secretary of the Corporation." After said stock is inscribed with said statement, then the stock certificates shall be returned to the shareholders immediately subsequent to the endorsement of the share certificates. This restriction is binding upon all purchasers of the stock of this corporation, their heirs, successors, assigns, and legal representatives.

E. The total amount of shares are wholly-owned by SCARAMUCHA PRODUCTIONS LTD. OF NASSAU-BAHAMAS.

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

Julio C. Hernandez

ADDRESS

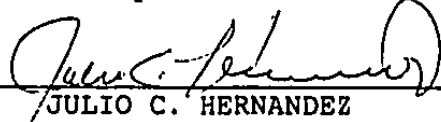
105 Bridle Court  
Kissimmee, Florida 34743

ARTICLE XI

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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 8th day of April, 1996.

  
JULIO C. HERNANDEZ

STATE OF FLORIDA  
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 8th day of April, 1996, by Julio C. Hernandez, who is personally known to me, the Notary.

Given my hand and official seal this 8th of April, 1996.

Print, type or stamp name of Notary Public  
Personally known ☐ OR Produced I. D. ☒  
Type and number of I. D. produced:

F.D.L.# H655.423.35.324

EXP. '99  
2001

  
Notary Public



BRADLEY S. TICHENOR  
My Commission CC626360  
Expires Jan. 22, 2000

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FILED  
96 APR 11 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
JULIO C. HERNANDEZ  
REGISTERED AGENT

P96000031697

SCARAMUCHA PRODUCTIONS, INC.  
105 BRIDLE COURT  
KISSIMMEE, FLORIDA 34743  
TEL. & FAX NO. (407) 348-8834

October 10, 1996

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

RE: SCARAMUCHA PRODUCTIONS, INC.  
DOCUMENT NO. P96000031697

Gentlemen:

Please be advised and to be noted in your records the change of address of the principal office of the corporation of reference from:

7430 Republic Drive  
Orlando, Florida 32819

to

105 Bridle Court  
Kissimmee, Florida 34743

Resident Agent and his address remain the same as reported in the Articles of Incorporation filed with this Department on April 11, 1996.

Thank you for your attention in this regard.

Very truly yours,

  
JULIO C. HERNANDEZ  
PRESIDENT

unth  
10.15.96