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State Fee \$ _____ Our \$ _____

11-2529-7 FINDER'S INC., THOMASVILLE, GA

ARTICLES OF INCORPORATION

OF

AERO PERRO PRODUCTIONS INC.

FILED

21 APR 80 PM 1:35

TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is Aero Perro Productions Inc. The principal place of business of the Corporation is 661 Clay street, Winter Park, Florida 32789. The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 661 Clay Street, Winter Park, Florida 32789, County of Orange. The name of the registered agent at such address is Alicia J. Callanan.

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.
2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITOL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is 7,000 shares of Common Stock ("Common Stock"), \$.10 par value per share.
2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications limitations or restrictions of the above stock are as follows:
 - (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, of any, to be distributed to the creditors and holders of shares of preferred stock,

if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of any part of such remaining assets to the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation or the merger of any other corporation into it, or any purchaser redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the person of record on the books of the Corporation on all matters voters upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming an owner or holder of any shares of Common Stock or other securities having voting rights issued by this Corporation ("shareholder") does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts of things as authorized, permitted or allowed by such legislative enactment.

ARTICLE V

INCORPORATOR

1. The name and mailing address of the incorporator of the Corporation is as follows:

Name .	Address .
Alicia J. Callanan	661 Clay Street Winter Park, Fl 32789

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporations with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2.(a) The number of members of the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Alicia J. Callanan	661 Clay Street Winter Park, Florida 32789
John Gregory Callanan	661 Clay Street Winter Park, Florida 32789

ARTICLE VII

AMENDMENT

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

The undersigned, for the purpose of forming a corporation under the laws the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true: and I have accordingly hereunto set my hand and seal.

Dated this 29 day of April, 1996.


Alicia J. Callanan

STATE OF FLORIDA COUNTY OF ORANGE

Be it remembered, that on this 29 day of April, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, Alicia J. Callanan, a party to be such, and I have first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.

Alicia Jane Callanan
D.L. # C455-010-13-537
EXP 1-31-2000

Produced T.D. above
4/27/96

FILED
APR 30 PM 1:36
Notary Public Cheryl J. Lane
STATE OF FLORIDA

NOTARY PUBLIC
CHERYL J. LANE
COMMISSION # CC 390633
EXPIRES JUL 4, 1998
(BONDED THIRD)
ATLANTIC BONDING CO., INC.
My Commission Expires: _____

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Aero Perro Productions Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named Alicia J. Callanan, located at 661 Clay Street, Winter Park, Florida, 32789, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties.

Alicia J. Callanan
Registered Agent

29 Apr 1996
Date

STATE OF FLORIDA
COUNTY OF ORANGE

Be it remembered, that on this 29 day of April, 1996, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, Alicia J. Callanan, a party to be such, and I have first made known to her the contents of said Articles, she did acknowledge that she signed, sealed and delivered the same as her voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.

Prudence D.L.
T.D. # 2455-010-63-531
exp. 01-31-2000
Alicia Jane Callanan
4/29/96

Cheryl J. Lane
Notary Public *Cheryl J. Lane*

 **CHERYL J. LANE**
COMMISSION # CC300033
EXPIRES JUL 4, 1998
BONDED THRU
My Commission Expires **ANDERSON CO., INC.**