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RALPH L. FRIEDLAND
ATTORNEY AT LAW

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SARASOTA, FLORIDA 34237-6049

MEMBER FLORIDA AND
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May 10, 1996

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

Re: STUDIO G & COMPANY, INC.

Dear Sir or Madam:

FILED
56 MAY 29 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find the original and a certified copy of the Articles of Incorporation for the above captioned company. Also enclosed in a check payable to you in the amount of One Hundred Twenty-two Dollars and Fifty (\$122.50) Cents to cover the various fees.

Please file the enclosed Articles of Incorporation and assign a document number, returning the certified copy in the self-addressed, stamped envelope I have provided for your convenience.

Thank you for your assistance in this matter.

Very truly yours,

Ralph L. Friedland
Ralph L. Friedland W96-10711

RLF/mbf
enc.

612
bc 5/31



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 20, 1996

RALPH L. FRIEDLAND ATTY.
CENTER POINTE SUITE 100
2033 MAIN ST.
SARASOTA, FL 34237-6049

SUBJECT: STUDIO G & COMPANY, INC.
Ref. Number: W96000010711

FILED
96 MAY 29 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for STUDIO G & COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

THE REGISTERED OFFICE IS THE ADDRESS OF THE REGISTERED AGENT. THE TERMS "PRINCIPAL" AND "REGISTERED" ARE CONFUSED IN ARTICLE IV. PLEASE CORRECT.

YOUR PROPOSED CORPORATE NAME IS FINE FOR FILING. THE ENCLOSED PRINT-OUT IS SIMPLY FOR YOUR INFORMATION, TO SHOW THE EXISTENCE OF A VERY SIMILAR NAME. *P95-18970*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 496A00025058

ARTICLES OF INCORPORATION
OF

STUDIO G & COMPANY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STUDIO G & COMPANY, INC.

The address of the principal office of this corporation shall be 2630 Bucida Drive, Sarasota, Florida, 34232, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000.00 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 100, Sarasota, Florida, 34237, and the name of the initial registered agent of the corporation is Ralph L. Friedland, Esq., at 2033 Main Street, Suite 100, Sarasota, FL 34237.

FILED
MAY 29 PM 4:54
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SARASOTA
FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S Corporation as defined therein.

ARTICLE VII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation managed under the direction of its Shareholders, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have no Directors, initially. ONE HUNDRED (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joseph P. Orgaz
2630 Bucida Drive
Sarasota, FL 34232

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have here unto set my hand and seal this 10th day of May, 1996.


Joseph P. Orgas
Incorporator

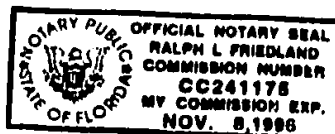
FILED
96 MAY 29 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10th of May, 1996, by Joseph P. Orgas, Incorporator, of STUDIO G & COMPANY, INC., on behalf of the corporation. He is personally known to me or has produced Florida Drivers License as identification and did/did not take an oath.


Notary Public

My Commission expires:



CONSENT OF REGISTERED AGENT

Having been designated and named registered agent in the above Articles of incorporation for this corporation the undersigned with a business office at 2033 Main Street, Suite 100, Sarasota, Florida 34237, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 Florida Statutes (1995).

BY: 
Ralph L. Friedland
Registered Agent