

P96000047041
PROGRESSIVE STUDIOS, INC.
FILED

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

96 JUN 14 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 17, 1996

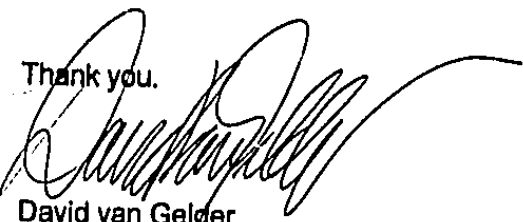
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*****70.00 *****70.00

Re: PROGRESSIVE STUDIOS, INC.

Please find enclosed the articles of incorporation for the above mentioned new company along with a check payable to the State of Florida - Division of Corporations in the amount of \$ 70.00.

Please contact me if you have any questions or need any additional information.

Thank you.


David van Gelder
Registered Agent

WAB 11365
PA 5/21/96
PA 6/4/96

P. O. BOX 150666- Altamonte Springs - FL - 32715-0666
Telephone 407-831-4444 Facsimile 407-831-3659



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

DAVID VAN GELDER
P O BOX 150666
ALTAMONTE SPRINGS, FL 32715-0666

SUBJECT: PROGRESIVE STUDIOS, INC.
Ref. Number: W96000011365

We have received your document for PROGRESIVE STUDIOS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered agent must be at a Florida street address.

Enclosed We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 396A00026803

6/3/96

Please correct Spelling of Corp name
to PROGRESSIVE STUDIOS, INC.

THANKS

ARTICLES OF INCORPORATION OF A CORPORATION FOR PROFIT

The following Articles of Incorporation are executed to establish a Corporation under the laws of the State of Florida.

ARTICLE 1 - The name and address of the Corporation shall be:

PROGRESSIVE STUDIOS, INC. 742 West Amelia Street, Orlando, FL 32805

ARTICLE 2 - INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT and REGISTERED ADDRESS:

DAVID VAN OELDER, P. O. Box 150666, Altamonte Springs, FL 32715-0666

ARTICLE 3 - AUTHORIZED SHARES (Maximum Number and Par Value Per Share):

One Hundred (100) Shares at One Dollar (\$1.00) per share.

The Stockholders shall have the right to increase the amount of authorized shares either with or without nominal or par value and to provide the designation, preference, voting power of, and other restrictions on said shares. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgement of such value shall be conclusive.

ARTICLE 4 - POWERS, PURPOSES, EXISTENCE AND COMMENCEMENT:

This Corporation shall have all the powers conferred upon Corporations or Professional Associations and may engage in any business or activity, permitted by the laws of the State of Florida. This Corporation shall have perpetual existence and shall commence such existence on the date these articles are executed and acknowledged if the same are filed with the Secretary of the State of Florida within five (5) days of said execution. If said articles are not filed with the Secretary of State of the State of Florida within five (5) days, the Corporation shall commence its existence on the date these articles are filed with said Secretary of State.

ARTICLE 5 - STATED CAPITAL:

The stated capital of this Corporation shall be the sum of the par value of all shares of the Corporation having a par value that have been issued and not cancelled.

ARTICLE 6 - AMENDMENTS TO ARTICLES:

Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

ARTICLE 7 - STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS:

The business of this Corporation shall be conducted by the stockholders of this Corporation. Each stockholder shall have votes equal to the number of voting shares owned by such stockholder. The initial director shall hold the organizational meeting of this Corporation or otherwise ratify the actions of the incorporator who may have conducted said meeting. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by a majority of the stockholders entitled to vote if a meeting had been held. Said consent shall have the effect of a unanimous vote of the stockholders. In addition to the stockholders, the business of this Corporation shall be conducted by such officers as may be set forth in the By-Laws of this Corporation. The stockholders shall have the right to (1) issue unissued or treasury shares of this Corporation for securities of this Corporation convertible into a right, to subscribe or acquire shares of this Corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper, (2) limit the transferring, assigning, pledging, devising, and bequeathing of the stock of this Corporation and all other matters permitted by the Laws of the State of Florida in any agreement among themselves, (3) approve the reasonable charges and expenses of incorporating this Corporation, including attorneys fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this Corporation. The same may be allowed to be paid out of the consideration received by the Corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares, and (4) adopt alter, amend, or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with the law or these Articles of Incorporation. Any stockholder may appoint another person to serve in the stockholders stead.

IN WITNESS WHEREOF, I execute these Articles of Incorporation. The undersigned accepts the duties of registered agent of this Corporation.

Incorporator/Initial Director

ORANGE

Registered Agent

STATE OF FLORIDA, COUNTY OF SEMINOLE - ACKNOWLEDGMENT: Before me personally appeared the Incorporator/Initial Director and Registered Agent known to me to be the person described herein or has produced valid identification, who acknowledged executing these Articles. FL 06

Dated on 5/17/96

