

796000047454

LAUREN C. COLL
110 MERRICK WAY, SUITE 2D
CORAL GABLES, FLORIDA 33134

Telephone: 305-663-3233
Telecopier: 305-661-8682

May 28, 1996

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

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RE: Incorporation of Crescent Purchasing Alliance, Incorporated

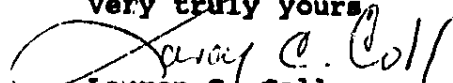
Dear Sir or Madam:

Pursuant to Sections 607.0120 and 607.0122 of the Florida Statutes,
I have enclosed with this letter the following items:

- 1) Original Articles of Incorporation of Crescent Purchasing Alliance, Incorporated;
- 2) Copy of Articles of Incorporation; and
- 3) A check for the sum of \$70.00 representing the \$35.00 fee for filing the Articles of Incorporation and the \$35.00 fee for filing the designation of and acceptance by registered agent.

The enclosed documents should satisfy all requirements to file the Articles of Incorporation with the Department of State. After filing the Articles of Incorporation, please forward to me an acknowledgement of such filing. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Lauren C. Coll

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CRESCENT PURCHASING ALLIANCE, INCORPORATED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "corporation") is Crescent Purchasing Alliance, Incorporated.

SECOND: The street address, wherever located, of the principal office of the corporation is 110 Merrick Way, Suite 2D, Coral Gables, Florida 33134.

The mailing address, wherever located, of the corporation is 110 Merrick Way, Suite 2D, Coral Gables, Florida 33134.

THIRD: The number of shares that the corporation is authorized to issue is one thousand (1,000), all of which are of a par value of one hundred dollars (\$100.00) and are the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 110 Merrick Way, Suite 2D, Coral Gables, Florida 33134.

The name of the initial registered agent of the corporation at said registered office is Lauren C. Coll. The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are Lauren C. Coll, 110 Merrick Way, Suite 2D, Coral Gables, Florida, 33134.

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of one hundred twenty (120) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of

the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said one hundred twenty (120) days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The names and address of the individuals who are to serve as the initial directors of the corporation are Lauren C. Coll located at 110 Merrick Way, Suite 2D, Coral Gables, Florida 33134 and Cristina S. Coll located at 110 Merrick Way, Suite 2D, Coral Gables, Florida 33134.

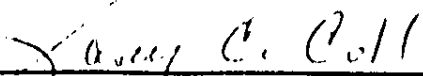
EIGHTH: The duration of the corporation shall be perpetual.

NINTH: Unless expressly required by law, the corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify directors and officers of the corporation, and no other persons, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. Without in any way broadening the foregoing indemnity provision, in the event the law requires that any person, in addition to the directors and officers of the corporation, be indemnified by the corporation under Florida law, including but not limited to an agent of the corporation, such persons, except for directors and officers of the corporation, to the extent not prohibited by law, will not be entitled to indemnification with respect to proceedings in which the person has not been successful on the merits. In addition to, but not in derogation of the

foregoing language, no employee, agent or other person, except for directors and officers of the corporation, may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction, it being the intention hereunder that, except as specifically required by law, no person, except directors and officers of the corporation shall be indemnified by the corporation. Notwithstanding the foregoing language, the corporation shall have the power to purchase and maintain insurance on behalf on any person as set forth in Section 607.0850(12) of the Florida Statutes.

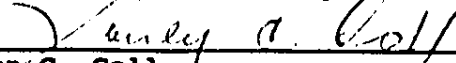
ELEVENTH: The corporate existence of the corporation shall begin on June 1, 1996.

Signed on May 28, 1996.



Lauren C. Coll, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Lauren C. Coll

May 28, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1996

LAUREN COLL
5100 GRANADA BLVD.
CORAL GABLES, FL 33146

SUBJECT: CRESCENT PURCHASING ALLIANCE, INCORPORATED
Ref. Number: P96000047454

We have received your document for CRESCENT PURCHASING ALLIANCE, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 196A00045114

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95 OCT 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 14, 1998

LAUREN COLL
5100 GRANADA BLVD.
CORAL GABLES, FL 33146

SUBJECT: CRESCENT PURCHASING ALLIANCE, INCORPORATED
Ref. Number: P96000047454

We have received your document for CRESCENT PURCHASING ALLIANCE, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The word "initial" is used regarding the new address change. This address was not the "initial" registered office or the "initial" mailing address. The paragraph that was previously used is a very generic paragraph and does not state exactly what we need.

Please remove the word "initial" from your document. I'm sorry for any confusion this may have caused.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 496A00046592

RECEIVED
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WHITE LINE PRODUCTIONS, INCORPORATED

5100 GRANADA BLVD • CUPAL CABLES, FLORIDA 32314 • TELEPHONE: 305.663.3235 • TELECOPIER: 305.661.0482

October 17, 1996

Ms. Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


RE: Articles of Amendment to Articles of Incorporation of Crescent
Purchasing Alliance/ Document Number P96000047454

Dear Ms. Mustain:

Thank you for your letter of October 14, 1996. I have enclosed with this letter, a copy of your letter, as requested.

Pursuant to our conversation today, I have removed the word "initial" in the third article of the amendment, modifying the Fourth paragraph of the Articles of Incorporation. As discussed, the fifth article of the amendment modifying the Seventh paragraph of the Articles of Incorporation remains unchanged. As such, you will find enclosed with this letter an original and a copy of Articles of Amendment to Articles of Incorporation of Crescent Purchasing Alliance with the above-stated change.

I hope this satisfies all requirements for the amendment. If you have any further questions after reviewing this letter, please do not hesitate to contact me. If the package meets with your approval please forward to me, after filing the Articles of Amendment, an acknowledgement of such filing. Thank you for your assistance in this matter. It has been a pleasure working with you on this matter.

Very truly yours,

Lauren C. Coll
President

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CRESCENT PURCHASING ALLIANCE, INCORPORATED**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

1. The first article is deleted in its entirety and substituted for the following language:

FIRST: The corporate name of the corporation (hereinafter called the "corporation") is White Line Productions, Incorporated.

2. The second article is deleted in its entirety and substituted for the following language:

SECOND: The street address, wherever located, of the principal office of the corporation is 5100 Granada Boulevard, Coral Gables, Florida 33146.

The mailing address, wherever located, of the corporation is 5100 Granada, Coral Gables, Florida 33146.

3. The first paragraph of the fourth article is deleted in its entirety and is substituted for the following language:

FOURTH: The street address of the registered office of the corporation in the State of Florida is 5100 Granada Boulevard, Coral Gables, Florida 33146.

4. The fifth article is deleted in its entirety and substituted for the following language:

FIFTH: The name and address of the incorporator are Lauren C. Coll, 5100 Granada Boulevard, Coral Gables, Florida, 33146.

5. The seventh article is deleted in its entirety and substituted for the following language:

SEVENTH: The names and address of the individuals who are to serve as the initial directors of the corporation are Lauren C. Coll located at 5100 Granada Boulevard, Coral Gables, Florida 33146 and Cristina S. Coll located at 5100 Granada Boulevard, Coral Gables, Florida 33146.

THIRD: The amendments were unanimously approved by the shareholders pursuant to Florida Statute Section 607.1003(6). The number of votes cast for the amendments were sufficient for approval.

Lauren C. Coll, President

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