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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-6870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

EFFECTIVE DATE

7-2-96

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 JUL -3 PM 1:37
 DIVISION OF CORPORATION

F. CHANDLER JUL 3 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7-3-96		
TIME	1:20		CK No.
BY	CD		

WALK-IN
 Will Pick Up _____

RE: _____ No 52602

Rodney & Company
 Studio, Inc.

Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ Cert. Copy(s)

Art. of Amend. File
 Dissolution/Withdrawal
 C U S.

Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s _____ Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days: 15% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

RODNEY & COMPANY STUDIO, INC.

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

EFFECTIVE DATE

7-2-96

I.
Name

The name of the Corporation is **RODNEY & COMPANY STUDIO, INC.**

II.
Term of Existence

The date when the corporate existence will commence is July 2, 1996. The Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation is 1709 Main Street, Dunedin, Florida 34698.

IV.
Mailing Address

The mailing address of the Corporation is 1709 Main Street, Dunedin, Florida 34698.

V.
Capital Stock

The Corporation is authorized to issue 100 shares of one dollar per share par value common stock, which will be designated Common Stock

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**VI.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1709 Main Street, Dunedin, Florida 34698, and the name of its initial registered agent at such address is Rodney L. Shrode.

**VII.
Directors**

The Corporation will have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one but no more than five directors. The name and address of the initial director of the corporation, who will serve until his successor is duly elected and qualified, are:

Name	Address
Rodney L. Shrode	1709 Main Street Dunedin, Florida 34698

**VIII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name	Address
Rodney L. Shrode	1709 Main Street Dunedin, Florida 34698

**IX.
Bylaws**

The power to adopt, alter or repeal bylaws will be vested in the Corporation's Board of Directors.

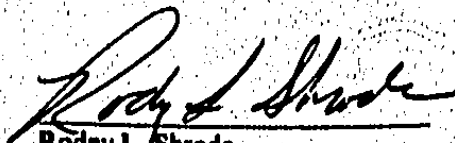
**X.
Indemnification**

The Corporation will indemnify any director or officer or any former director or officer to the fullest extent permitted by law.

**2.1
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

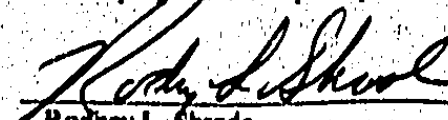
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 2, 1996.


Rodney L. Shrode
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated July 2, 1996


Rodney L. Shrode

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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