P96000057681

1201 HAYS STREET
TALLAHASSEE, FL

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 011670 5011226

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : July 8, 1996

ORDER TIME : 2:06 PM

ORDER NO. : 011670

500001886715

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 AM 9:44

DOMESTIC FILING

NAME: ~~JASON ENTERPRISES OF FLORIDA, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
96 JUL -8 PM 3:10
DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder
502-6722
W96—14267

EXAMINER'S INITIALS: CJ 7/10/96

Made correction on title for David Rosenberg per Barbara Buchanan on 7/12/96. BL.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 AM 9:44

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 9, 1996

RESUBMIT

Please give original submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2067

SUBJECT: JASON ENTEPRISES OF FLORIDA, INC.
Ref. Number: W96000014267

We have received your document for JASON ENTEPRISES OF FLORIDA, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00033280

RECEIVED
96 JUL -9 PM 1:05
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -8 AM 9:44

ARTICLES OF INCORPORATION
OF
JASON ENTERPRISES OF SOUTH FLORIDA, INC.

ARTICLE I - NAME

The name of this Corporation is JASON ENTERPRISES OF SOUTH FLORIDA, INC.

ARTICLE II - ADDRESS

The principal office of the Corporation is 7685 Debeaubien Drive, Orlando, Florida 32835.

ARTICLE III - DURATION

This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of $1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

201 E. Pine Street, Ste. 1200
Orlando, Florida 32801

The name of the initial registered agent of this Corporation at that address shall be:

Byrd F. Marshall, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial director and officers of this Corporation are as follows:

Name	Street Address	Office
Sylvester Stallone	7685 Debeaubien Drive Orlando, Florida 32835	Director President Secretary Treasurer
David Rosenberg	7685 Debeaubien Drive Orlando, Florida 32835	Asst. Secretary

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name	Address
Byrd F. Marshall, Jr.	201 E. Pine Street, Ste. 1200 Orlando, Florida 32801

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of July, 1996.

Byrd F. Marshall, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of July, 1996, by Byrd F. Marshall, Jr.

Judith L. O'Bryan
Signature of Notary Public

Judith L. O'Bryan
(Print Notary Name)
My Commission Expires:__________
Commission No.:__________

AFFIX NOTARY STAMP

☒ Personally known, or
☐ Produced Identification
Type of Identification Produced:

____

JUDITH L. O'BRYAN
MY COMMISSION # CC310474 EXPIRES
September 16, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -8 AM 9:44

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of JASON ENTERPRISES OF SOUTH FLORIDA, INC., I hereby accept and agree to act in this capacity.

Byrd F. Marshall, Jr.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9000
904-222-0919

P96000057681

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 181915 5011226

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 122.50

800-342-8086

FILED
96 DEC 10 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/96

ORDER DATE : December 10, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 181915-005

CUSTOMER NO: 5011226

100002024671--5

CUSTOMER: Ms. Melissa L. Fox
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

ARTICLES OF MERGER

JASON ENTERPRISES OF SOUTH FLORIDA, INC.

INTO

JASON ENTERPRISES

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: ____

RECEIVED
96 DEC 10 AM 10:49
DIVISION OF CORPORATIONS

N. HENDRICKS DEC 1 0 1996

ARTICLES OF MERGER
Merger Sheet

MERGING:

JASON ENTERPRISES, A CALIFORNIA CORPORATION NOT QUALIFIED.

INTO

JASON ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation, P96000057681

File date: December 10, 1996, effective December 31, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032 **Account charged: 122.50**

FILED
96 DEC 10 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/96

ARTICLES OF MERGER
OF

JASON ENTERPRISES,
a California corporation

WITH AND INTO

JASON ENTERPRISES OF SOUTH FLORIDA, INC.,
a Florida corporation

Pursuant to the Florida Business Corporation Act
and the
California General Corporation Law

JASON ENTERPRISES, a California corporation ("California Jason"), desires to merge with and into **JASON ENTERPRISES OF SOUTH FLORIDA, INC.**, a Florida corporation ("Florida Jason"). In connection therewith, the undersigned **DO HEREBY CERTIFY** as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations are:

Name	State of Incorporation
JASON ENTERPRISES	California
JASON ENTERPRISES OF SOUTH FLORIDA, INC.	Florida

SECOND: That the merger of California Jason with and into Florida Jason (the "Merger") is permitted by the laws of the state under which each constituent corporation is incorporated.

THIRD: That a Plan and Agreement of Merger (a copy of which is attached hereto and made a part hereof) has been duly adopted and unanimously approved by the shareholders of each of the constituent corporations as of November 26, 1996.

FOURTH: That Florida Jason is the surviving corporation.

FIFTH: That the Merger shall be effective as of the close of business on December 31, 1996.

IN WITNESS WHEREOF, the Boards of Directors of California Jason and Florida Jason have each caused these Articles of Merger to be executed by an authorized officer this 26th day of November, 1996.

JASON ENTERPRISES, a
California corporation

By:
Name: Jacob A. Bloom
Its: President

JASON ENTERPRISES OF SOUTH
FLORIDA, INC., a Florida
corporation

By:
Name: Jacob A. Bloom
Its: President

State of California

County of Los Angeles

On Nov. 24 [illegible] (DATE) before me, Nancy E. Gray (NAME/TITLE OF OFFICER, E.G., "JANE DOE, NOTARY PUBLIC")

personally appeared Jacob [illegible] (NAME(S) OF SIGNER(S))

☒ personally known to me -OR- ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

NANCY E. GRAY
COMM. # [illegible]
Notary Public — California
LOS ANGELES COUNTY
My Comm. Expires MAR 22, 1997

Witness my hand and official seal.

(SEAL)

Nancy E. Gray
(SIGNATURE OF NOTARY)

RIGHT THUMBPRINT (Optional)

CAPACITY CLAIMED BY SIGNER(S)
☐ INDIVIDUAL(S)
☐ CORPORATE ____________
OFFICER(S) ____________
(TITLES)
☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY IN FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: ____________

SIGNER IS REPRESENTING:
(Name of Person(s) or Entity(ies))

RIGHT THUMBPRINT (Optional)

CAPACITY CLAIMED BY SIGNER(S)
☐ INDIVIDUAL(S)
☐ CORPORATE ____________
OFFICER(S) ____________
(TITLES)
☐ PARTNER(S) ☐ LIMITED
☐ GENERAL
☐ ATTORNEY IN FACT
☐ TRUSTEE(S)
☐ GUARDIAN/CONSERVATOR
☐ OTHER: ____________

SIGNER IS REPRESENTING:
(Name of Person(s) or Entity(ies))

ATTENTION NOTARY

The information requested below and in the column to the right is OPTIONAL. Recording of this document is not required by law and is also optional. It could, however, prevent fraudulent attachment of this certificate to any unauthorized document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document ____________

Number of Pages ______ Date of Document ____________

Signer(s) Other Than Named Above ____________

7 67775 63237 8

PLAN AND AGREEMENT OF MERGER BETWEEN

JASON ENTERPRISES
a California corporation

AND

JASON ENTERPRISES OF SOUTH FLORIDA, INC.
a Florida corporation

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 26th day of November, 1996, by and among **JASON ENTERPRISES**, a California corporation ("California Jason"), and **JASON ENTERPRISES OF SOUTH FLORIDA, INC.**, a Florida corporation ("Florida Jason"), providing that California Jason shall merge with and into Florida Jason, pursuant to the terms and conditions contained herein and in accordance with the Florida Business Corporation Act and the California General Corporation Law, effective as of the close of business on December 31, 1996, (the "Merger").

WHEREAS, California Jason, is a California corporation with its principal place of business at 150 South Rodeo Drive, Third Floor, Beverly Hills, California, 90212;

WHEREAS, Florida Jason, is a Florida corporation with its principal place of business at 7685 Debeaubien Drive, Orlando, Florida 32835;

WHEREAS, the aggregate number of shares that California Jason is authorized to issue is 25,000 shares at no par (the "California Jason Stock"), of which 1,000 shares are outstanding;

WHEREAS, the aggregate number of shares that Florida Jason is authorized to issue is 1,000 shares at $1.00 par (the "Florida Jason Stock"), of which 100 shares are outstanding;

WHEREAS, all of the outstanding shares of California Jason and Florida Jason are owned by the same individual;

WHEREAS, the Florida Business Corporation Act and the California General Corporation Law permit the merger of a business corporation of the State of California with and into a business corporation of the State of Florida; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses, assets, and liabilities of both parties be combined into one Surviving Corporation, which shall be JASON ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation and which shall continue to exist under its present name pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Florida and the laws of the State of California, do hereby agree to and adopt the following:

ARTICLE I

1.1 Names of Constituent Corporations.

Name of Disappearing Corporation	JASON ENTERPRISES, a California corporation
Name of Surviving Corporation	JASON ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation

1.2 The Merger; Effect of Merger. At the Effective Time (as defined in Section 1.3 below), California Jason shall be merged with and into Florida Jason, the separate existence of California Jason shall cease, and Florida Jason, as the surviving corporation (the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida.

1.3 Effective Time. The Effective Time of the Merger shall be as of the close of business on December 31, 1996.

1.4 Rights and Obligations of the Surviving Corporation. At the Effective Time, in accordance with the applicable laws of the Florida Business Corporation Act and the California General Corporation Law, the Surviving Corporation shall possess, insofar as permitted by such laws, all rights, privileges and powers of California Jason; and all property and assets of California Jason shall vest in the Surviving Corporation without any further act or deed; and the Surviving Corporation shall assume and be liable for all liabilities and obligations of California Jason.

1.5 Service of Process. The Surviving Corporation agrees that it may be served with process in the State of California in any proceeding for enforcement of any obligation of California Jason, as well as enforcement of any obligation of the Surviving Corporation arising from the Merger, and hereby appoints the Secretary of State of the State of California as its agent to accept service of process in any such suit or other proceeding. The address within the State of Florida to which a copy of such process shall be mailed by the Secretary of State of the State of California is:

Byrd F. Marshall, Jr.
201 East Pine Street, Suite 1200
Orlando, FL 32801

ARTICLE 2

2.1 Florida Jason Stock. At the Effective Time, each share of Florida Jason Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holder thereof, continue unchanged and remain outstanding as one share of common stock, $1.00 par value, of the Surviving Corporation. No shares of Florida Jason Stock shall be issued to the shareholders of California Jason or to any other person in connection with the Merger.

2.2 No Conversion. Since all of the common stock of both California Jason and Florida Jason is owned by the same shareholder, upon consummation of the Merger, no conversion of the issued and outstanding California Jason Stock into Florida Jason Stock is necessary.

2.3 Surrender of California Jason Stock Certificates. At the Effective Time, no actual surrender of certificates representing shares of California Jason Stock is required; instead, from and after the Effective Time all such certificates shall be deemed for all purposes surrendered and canceled. Because all of the common stock of both California Jason and Florida Jason is owned by the same shareholder, no consideration shall be given or paid for the surrender of the California Jason Stock.

2.4 Closing of California Jason Transfer Book. From and after the Effective Time, the stock transfer books of California Jason shall be closed and no transfer of shares of California Jason Stock shall thereafter be made.

ARTICLE 3

3.1 Florida Jason Articles of Incorporation. The Articles of Incorporation of Florida Jason in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation, until such Articles shall be amended as provided by law.

3.2 Florida Jason Bylaws. The Bylaws of Florida Jason in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation, until the same shall be altered, amended or repealed.

3.3 Florida Jason Board of Directors. The membership of the Board of Directors of Florida Jason in effect immediately prior to the Effective Time shall be and remain the membership of the Board of Directors of the Surviving Corporation, until such time as their successors are duly elected and seated and/or the number of members is altered in accordance with the terms of the Bylaws of the Surviving Corporation.

ARTICLE 4

4.1 Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend this Plan and Agreement of Merger prior to the filing of the Articles of Merger with the respective Secretaries of State; provided, however, that an amendment made subsequent to the adoption of this Plan and Agreement of Merger by the shareholders of California Jason and Florida Jason shall be subject to the limitations specified in the Florida Business Corporation Act and the California General Corporation Law.

4.2 Termination. This Plan and Agreement of Merger may be terminated and the Merger and other transactions herein provided for may be abandoned at any time prior to the filing of the Articles of Merger with the respective Secretaries of State, whether before or after adoption of this Plan and Agreement of Merger by the shareholders of California Jason or Florida Jason, if the Board of Directors of any party hereto determines that the consummation of the transactions provided for herein would not, for any reason, be in its best interest.

4.3 Condition to Merger. The respective obligations of each party to effect the Merger shall be subject to the Boards of Directors of California Jason and Florida Jason submitting the terms of this Plan and Agreement of Merger to their shareholders for requisite approval, and obtaining such approval at or prior to the Effective Time.

4.4 Filing of Articles of Merger. After obtaining such approval by such shareholders, all required documents shall be executed, filed and recorded and all required action shall be taken in order to consummate the Merger.

IN WITNESS WHEREOF, California Jason and Florida Jason have caused this Plan and Agreement of Merger to be executed in their corporate names by their respective officers this 26th day of November, 1996.

JASON ENTERPRISES, a
California corporation

By:
Name: Jacob A. Bloom
Its: President

JASON ENTERPRISES OF SOUTH
FLORIDA, INC., a Florida
corporation

By:
Name: Jacob A. Bloom
Its: President

CERTIFICATE OF SECRETARY OF JASON ENTERPRISES, a California corporation

The undersigned, being the Secretary of JASON ENTERPRISES, a California corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the California General Corporation Law, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: November 26, 1996

Name: Jacob A. Bloom
Secretary of JASON ENTERPRISES,
a California Corporation

CERTIFICATE OF SECRETARY OF JASON ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation

The undersigned, being the Secretary of JASON ENTERPRISES OF SOUTH FLORIDA, INC., a Florida corporation, does hereby certify that the holders of all of the outstanding stock of said corporation dispensed with a meeting and vote of stockholders, and all of the stockholders entitled to vote consented in writing, pursuant to the provisions of the Florida Business Corporation Act, to the adoption of the foregoing Plan and Agreement of Merger.

Dated: November 26, 1996

Name: Jacob A. Bloom
Secretary of JASON ENTERPRISES OF SOUTH FLORIDA, INC.,
a Florida Corporation