

P96000066255

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

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 \$ _____

FILED

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REC'D
 DIVISION OF CORPORATE
 SEC. OF STATE
 TALLAHASSEE, FL 32304

AL JUL - 8 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up 8-8 330

RE: Medallion Enterprises,
Inc

	C.C. FEE.	DISBURSED
Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> 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 Prop.		
FAX () pgs.		

SUBTOTALS

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

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

7/11/70
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101
11
30A

ARTICLES OF INCORPORATION

OF

MEDALLION ENTERPRISES, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I. NAME

The name of this corporation shall be:

MEDALLION ENTERPRISES, INC.

ARTICLE II. COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be immediate after the filing of these Articles Of Incorporation by the State of Florida. This corporation's duration shall be perpetual thereafter.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of developing, designing and building equipment for the entertainment industry.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of ONE DOLLAR (\$1.00). An initial distribution of 100 shares of common capital stock to be distributed immediately and equally to William J. Payne and Patricia L. Payne.

Articles Of Incorporation Of MEDALLION ENTERPRISES, INC.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 2. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Patricia L. Payne - President
7702 Indian Ridge Trail North
Kissimmee, FL 34747
(407) 396-6122

William J. Payne - Secretary / Treasurer
7702 Indian Ridge Trail North
Kissimmee, FL 34747
(407) 396-6122

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of MEDALLION ENTERPRISES, INC.

**ARTICLE VIII. PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE AND AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

7702 Indian Ridge Trail North
Kissimmee, FL 34747

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

William J. Payne

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

William J. Payne
7702 Indian Ridge Trail North
Kissimmee, FL 34747

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


WILLIAM J. PAYNE - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of MEDALLION ENTERPRISES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MEDALLION ENTERPRISES, INC.

William J. Payne
WILLIAM J. PAYNE - Registered Agent

State of FLORIDA

County of Orange

On this 3rd day of March, 1996, William J. Payne, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of MEDALLION ENTERPRISES, INC.

Shawn V. Giewont
Notary Public

Shawn V. Giewont
(Notary Public - Printed Or Typed Name)



SHAWN V. GIEWONT
My Comm Exp. 12/01/99
Bonded By Service Ins
No. CC514182
☐ Personally Known ☒ Other I.D.

Commission Expiration Date & Commission Number:

12/1/99 - No. CC514182

(SEAL)

Articles of Incorporation of MEDALLION ENTERPRISES, INC.