

P 960000 72722

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
 8-28-96

WALK-IN 18291

A. CHESLER SEP 1 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE 8/30 _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 11:00 *W/L*

Starfish Enterprises, Inc.

Capital ExpressSM _____
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
☒ () *Photo Copy* _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 O U B _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Statement _____
 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.....

RECEIVED
 96 AUG 30 AM 9:53
 VISION OF CORPORATION

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, 16% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

CAP CONN

TALL, FL 32301

SUBJECT: STARFISH ENTERPRISES, INC.
Ref. Number: W96000018291

Please complete the enclosed form and return it to us with a check for \$ in order to complete your reinstatement.

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.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 596A00041067

DIVISION OF CORPORATIONS

96 SEP -3 AM 9:57

RECEIVED

Corrected

ARTICLES OF INCORPORATION

OF

Seantar Productions, Inc.

ARTICLE I NAME

The name of the corporation is Seantar Productions, Inc.

EFFECTIVE DATE
8-25-26

ARTICLE II DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III PURPOSE AND NATURE OF BUSINESS

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to produce videos and any other business not prohibited by law.

ARTICLE IV CAPITAL STOCK

Authorized Capital. The authorized capital stock of this corporation shall consist of Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2712 SW 34th Street, Apt. 92, Gainesville, Florida 32608, and the name of the initial registered agent of this corporation at that address is John McLachlan-Karr.

FILED
SEP 3 11:35
TALLAHASSEE, FLORIDA

ARTICLE VI DIRECTORS

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first Board of Directors of this corporation are:

Name

Address

John McLachlan-Karr

2712 SW 34th Street, Apt. 92
Gainesville, FL 32608

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII INITIAL PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2712 SW 34th Street, Apt. 92, Gainesville, Florida 32608.

ARTICLE VIII RESTRAINT ON ALIENATION OF SHARES

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

ARTICLE IX BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE X INCORPORATOR

The name and street address of the incorporator of this corporation is:

Name	Address
John McLachlan-Karr	2712 SW 34th Street, Apt. 92 Gainesville, FL 32608

ARTICLE XI OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Address
President John McLachlan-Karr	2712 SW 34th Street, Apt. 92 Gainesville, FL 32608
Vice President/Secretary Jennifer K. Rief	2712 SW 34th Street, Apt. 92 Gainesville, FL 32608

ARTICLE XII AMENDMENT

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

IN WITNESS WHEREOF, the Incorporator has executed these Articles the 28 day of
August, 1996.

JS McLachlan-Karr
JOHN MCLACHLAN-KARR

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JS McLachlan-Karr
JOHN MCLACHLAN-KARR

Dated: Aug. 28, 1996.

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 28th day of August, 1996, by John McLachlan-Karr, who is personally known to me OR X who has produced identification, and who did/did not take an oath.

Identification produced: FL/DL M242-465-62-267-0

James T. Holloway
NOTARY PUBLIC

Printed Name:

Commission No.:

Commission Expires: