

P96000080812

Roosa, Sutton, Burandt & Adamski
Attorneys and Counselors at Law

Richard V.S. Roosa
Larry D. Sutton
Robert B. Burandt
Robert C. Adamski

1714 Cape Coral Parkway
Cape Coral, Florida 33904

Post Office Box 636
Cape Coral, Florida 33910

Telephone: 941-642-4733

Facsimile: 941-642-9203

September 24, 1996

Secretary of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

600001359036
-09/27/96--01051--014
*****78.75 *****78.75

RE: Filing of Articles of Incorporation

Dear Sirs:

Please accept the enclosed original and one copy of Articles of Incorporation for filing. Enclosed also is our check in the amount of \$78.75 to cover the cost of filing fee, registered agent fee, and Certificate of Good Standing and a stamped self-addressed envelope for our return.

Thank you for your help in this matter.

Very truly yours,


ROBERT C. ADAMSKI

RCA/tb

Enclosure

FILED
96 SEP 27 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

U. REGISTER SEP 30 1996

ARTICLES OF INCORPORATION

Overpass Film Company

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

FILED
96 SEP 27 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is: **Overpass Film Company**

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business is: **1714 East Cape Coral, Cape Coral, Florida 33904.**

ARTICLE III: DURATION

The corporation shall begin business upon filing these Articles of Incorporation. The corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV: PURPOSE

The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is **TEN THOUSAND** shares of common stock. Such shares shall have a par value of **ONE DOLLAR** per share.

ARTICLE VI: SUBSCRIBERS

The name and post office address of the Incorporators and the subscribers to these Articles of Incorporation are:

Robert C. Adamski
1714 East Cape Coral Parkway
Cape Coral, Florida 33904

Donald F. Reagan
2503 Del Prado Blvd.
Cape Coral, Florida 33904

The incorporators each subscribe to **ONE THOUSAND** shares of stock in the corporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors and such Board may be increased in accordance with the Bylaws, but shall never be less than ONE. The Board shall designate and elect the Officers of the corporation and perform other duties and responsibilities as authorized and provided by law. The name and address of each initial Director of the Corporation is as follows:

Robert C. Adamski
1714 East Cape Coral Parkway
Cape Coral, Florida 33904

Donald F. Reagan
2503 Del Prado Blvd.
Cape Coral, Florida 33904

ARTICLE VIII: REGISTERED AGENT

The street address of the initial Registered Office of the corporation is:
1714 East Cape Coral Parkway, Cape Coral, Florida 33904

The name of the initial Registered Agent at that address is: **Robert C. Adamski**

ARTICLE IX: POWERS AND AMENDMENT

The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) and initial subscriber(s) to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts herein above to be true, and further agree to take the number of stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, all being done this 24 day of September, 1996, A.D.



Robert C. Adamski



Donald F. Reagan

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF LEE

FILED
96 SEP 27 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY the foregoing instrument was acknowledged before me
this 24th day of September, 1996, by **Robert C. Adamski and Donald F. Reagan**, who are
personally known to me or who has produced _____ as identification and who
did (did not) take an oath.

Trudith K. Bolejack
Notary Public
Trudith K. Bolejack
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to
act as Registered Agent of the corporation known as **Overpass Film Company** does hereby
accept the appointment as Registered Agent of said corporation.

DATED this 27 day of September, 1996, A.D.

Robert C. Adamski
Robert C. Adamski

EAWPTWING60\CORP\Overpass Film Company.frm