

P960000 87215

October 21, 1996  
Carolco Ltd., Inc.  
6140 Masters Blvd.  
Orlando, FL 32819

Bureau of Corporation Records  
Charter Division  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000001982600--7  
-10/22/96--01057--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Corporate charter  
Carolco Ltd., Inc.

EFFECTIVE DATE  
10-20-96

FILED  
96 OCT 21 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

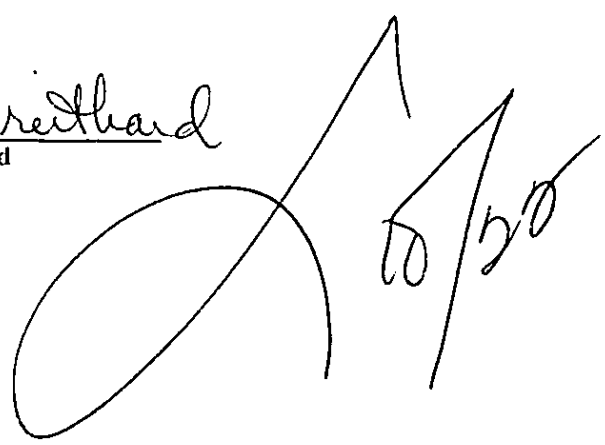
The enclosed check is for:

|                  |                |
|------------------|----------------|
| filing fee       | \$35.00        |
| registered agent | \$35.00        |
| TOTAL            | <u>\$70.00</u> |

Please return all documents to the above address.  
Thank you.

  
Carol H. Breithard

Enclosure



**ARTICLES OF INCORPORATION  
OF  
CAROLCO LTD., INC.**

The undersigned, for the purposes of forming a corporation under the Florida general Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

The name of the corporation is *Carolco Ltd., Inc.*

**ARTICLE TWO  
DURATION**

This corporation shall commence existence as of the date of execution of these articles. The term of existence shall be perpetual.

**ARTICLE THREE  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with par value of \$1.00 per share.

EFFECTIVE DATE  
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TALLAHASSEE FLORIDA

FILED

**ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares)

**ARTICLE SIX  
RESTRICTION OF TRANSFER OF STOCK**

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

**ARTICLE SEVEN  
REGISTERED OFFICE**

The address of the initial registered office of the corporation is *5140 Masters Blvd., Orlando, FL 32819* and the name of the initial registered agent at such address is *Carol Breithard*.

**ARTICLE EIGHT  
INITIAL STOCK SUBSCRIPTIONS**

The initial subscriber to the shares of the stock of this corporation and the number of shares to which he has subscribed are as follows;

|                        |              |
|------------------------|--------------|
| <i>Carol Breithard</i> | <i>1,000</i> |
|------------------------|--------------|

**ARTICLE NINE  
MANAGEMENT**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors or officers.

**ARTICLE TEN  
INCORPORATION**

The names and addresses of the incorporators are:

*Carol Breitbard  
6140 Masters Blvd.  
Orlando, FL 32819*

**ARTICLE ELEVEN  
AMENDMENTS**

The corporation deserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

**ARTICLE TWELVE  
PRINCIPLE OFFICE ADDRESS**

The mailing address for the principal office is:

*6140 Masters Blvd.  
Orlando, FL 32819*

In witness whereof, the undersigned incorporator has executed these Articles of  
Incorporation this ~~1st~~ day of ~~November~~ 1996.  
20 OCTOBER

  
Carol Breitbard

STATE OF FLORIDA  
COUNTY OF ORANGE

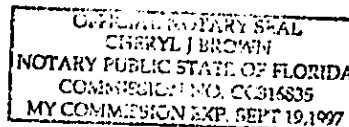
I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Carol Briethard* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is  
20th day of October 1996. Known personally to me

*Cheryl J. Brown*

Notary Public

My commission expires:



## ACCEPTANCE

I agree as registered agent to accept service of process: To keep an office open during prescribed hours; To post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

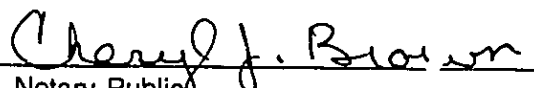
  
Carol Breitbard

STATE OF FLORIDA  
COUNTY OF ORANGE

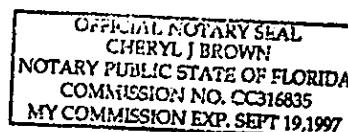
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96 OCT 21 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared to me *Carol Breitbard* known to be the person described in and who executed forgoing and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this is  
20th day of October 1996. *Known personally to me.*

  
Notary Public

My commission expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within this date, naming agent upon whom process may be served and names and addresses of the officers and directors.

The following is submitted, in compliance with chapter 48.091, Florida statutes:

Corporation organizing under the laws of the state of Florida with its principal office located at 6140 Masters Blvd., Orlando, FL 32819 has named *Carol Breitbard* it's agent to accept service of process within the state.