

LITCHFORD & CHRISTOPHER

PROFESSIONAL ASSOCIATION

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October 22, 1996

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Bureau of Corporate Records
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: JENSEN ARTISTIC GROUP, INC.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of Jensen Artistic Group, Inc. for filing with your office. Also find enclosed a check in the amount of \$12.50 to cover the \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 registered agent fee.

If you have any questions regarding this matter, please feel free to contact me.

Sincerely,

G. Steven Fender
G. Steven Fender

GSF:kas
Enclosures

7/10/98

FILED
96 OCT 24 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JENSEN ARTISTIC GROUP, INC.

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96 OCT 24 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being over the age of eighteen (18) years and competent to contract, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be JENSEN ARTISTIC GROUP, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the day its Articles of Incorporation are filed, and shall have perpetual existence unless sooner dissolved according to the law.

ARTICLE III

PURPOSE

The purpose for which this Corporation is organized shall be to engage in and carry on artistic consulting and teaching, and to do those things that are necessary or proper in connection with that practice as may be permitted by way of applicable law, including, without limitation and only by illustration, the following:

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, as may be regularly required in the conduct of its business and in connection with any other proper business activity in which the Corporation may engage.

3. To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

4. To lend money to and use its credit to assist its officers and employees as may reasonably be required in the conduct of its business.

5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property and income.

7. To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for the conduct of its business with any person, partnership, association, corporation, or other entity, and to carry out, cancel, and rescind such contracts.

8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To elect or appoint officers and agents and define their duties and fix their compensation.

10. To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

11. To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

12. To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

13. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.

14. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise not inconsistent with the laws of the State of Florida.

15. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

16. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

17. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its business or otherwise, and at all times to comply with the provisions of the Florida Business Corporations Act.

ARTICLE IV

CAPITAL STOCK

5.1. Number and Class of Shares Authorized: Par Value.

This Corporation is authorized to issue one class of stock: 100 shares of Common Stock with a par value of ten cents (.10) per share.

5.2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Robin Jensen
1250 South Denning Drive, #228
Winter Park, FL 32789

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

G. STEVEN FENDER
Litchford & Christopher
Professional Association
390 North Orange Avenue, Suite 2200
Orlando, Florida 32801

ARTICLE VII

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of the Corporation shall be 1250 South Denning Drive, #228, Winter Park, Florida 32789. The name and address of the initial registered agent and office of this Corporation shall be as follows:

Robin Jensen
1250 South Denning Drive, #228
Winter Park, FL 32789

ARTICLE VIII

BYLAWS

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

ARTICLE IX

DIRECTOR CONFLICTS OF INTEREST

9.1. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

(a) If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

(c) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the board, a committee or the shareholder.

10.2. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE X

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XI

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.

ARTICLE XII

HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 21 day of October, 1996.


G. STEVEN FENDER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21 day of October, 1996.



Robin Jensen

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