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FILED
96 OCT 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Scott Smith
414 S. Winsome Ct.
Lake Mary, FL 32746

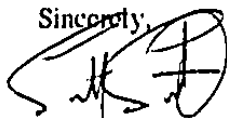
RE: FLORIDA PICTURES, INC.
Proposed Corporate Name

Enclosed please find two originals of the articles of incorporation and certificate of designation for registered agent/register office for the above corporation. Also enclosed is a money order in the amount of \$78.25 for the filing fee and registered agent designation. A certified copy is not requested at this time. Please use the second original as file/return copy. Also please forward a certificate of status.

FROM: JOHN SCOTT SMITH
Incorporator
FLORIDA PICTURES INC.
3801 W. Lake Mary Blvd., Suite 119
Lake Mary, FL 32746

Thank you for your prompt attention to the filing and creation of this new entity.

Sincerely,



SCOTT SMITH

ENC:

F. CHANDLER OCT 29 1996

**Articles of Incorporation
for
FLORIDA PICTURES, INC.**

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ARTICLE I. CORPORATE NAME

The name of this corporation is: FLORIDA PICTURES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in the business of providing film production and contractually related service, along with any and all other business permitted under the laws of the United States of America and the great state of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having par value of at least \$1.00 per share. Par value may be issued only for consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non assessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Register Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

**JOHN SCOTT SMITH
3801 W. LAKE MARY BLVD., SUITE 119
LAKE MARY, FLORIDA 32746**

The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders and board of directors, but shall never be less than one.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The initial board of directors of this corporation are:

- 1. JOHN SCOTT SMITH**
- 2. SHERYL H. SMITH**

The persons named as initial directors shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The address and phone number for the initial directors are listed in Article VIII.

ARTICLE VIII. INCORPORATORS

The names and street address of the persons signing these articles of incorporation as the incorporators are:

- | | |
|---|---|
| <ol style="list-style-type: none">1. John Scott Smith
414 S. Winsome Ct.
Lake Mary, FL 32746
407/330-3222 | <ol style="list-style-type: none">2. Sheryl Smith
414 S. Winsome Ct.
Lake Mary, FL 32746
407-330-3222 |
|---|---|

ARTICLES IX. PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

3801 W. Lake Mary Blvd., Suite 119, Lake Mary, Florida 32746

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI. OFFICERS

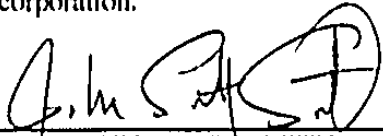
The following persons are the initially elected officers of the corporation and are to hold office until the next annual meeting.

PRESIDENT
VICE PRESIDENT
SECRETARY
TREASURER

JOHN SCOTT SMITH
SHERYL SMITH
JOHN SCOTT SMITH
SHERYLSMITH

ATTESTATION

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation.



JOHN SCOTT SMITH
October 23, 1996

SHERYL SMITH
October 23, 1996

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **FLORIDA PICTURES, INC.**
2. The name and address of the registered agent and office is:

JOHN SCOTT SMITH
3801 W. Lake Mary Blvd., Suite 119
Lake Mary, FL 32746

SIGNATURE


JOHN SCOTT SMITH
Incorporator

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


JOHN SCOTT SMITH