

**BAKER  
&  
HOSTETLER**  
COUNSELLORS AT LAW

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*P96000093682*  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ATTN: Document Filing Section

0000020024 80-13  
11/13/96-01066-004  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of Full Sail International, Inc.

Dear Sir/Madam:

I am enclosing with this letter the following documents relating to the incorporation of Full Sail International, Inc.

1. The original Articles of Incorporation of Full Sail International, Inc.;
2. A true and correct copy of the Articles of Incorporation to be date stamped, certified and returned to me as confirmation of filing of same; and
3. This firm's check in the amount of \$122.50 representing payment of the filing fee, registered agent designation and one certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this filing, please feel free to contact me.

Very truly yours,

*Robin K. Graham*  
Robin K. Graham  
Legal Assistant

Enclosures

cc: Wendy Anderson

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**ARTICLES OF INCORPORATION**  
**OF**  
**FULL SAIL INTERNATIONAL, INC.**

**FILED**  
96 NOV 12 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is FULL SAIL INTERNATIONAL, INC.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 1614 Village Lane, Winter Park, FL 32789 and the name of the initial registered agent of this corporation at that address is Nancy Luo.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

(NAME)	(ADDRESS)
Nancy Luo	1614 Village Lane Winter Park, FL 32792

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Incorporator of this corporation is:

(NAME)	(ADDRESS)
Wendy Anderson	200 S. Orange Avenue Suite 2300 Orlando, FL 32801

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI**  
**AMENDMENT**

The 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 any shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 7<sup>th</sup> day of November, 1996.

  
Wendy Anderson

STATE OF FLORIDA   )  
COUNTY OF ORANGE   )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of November, 1996, by Wendy Anderson, who is personally known to me.

  
NOTARY PUBLIC

Print Name  
My Commission Exp  
Commission Number:



JACQUELINE LA CHANCE  
My Commission CC322333  
Expires Sep. 25, 1997  
Bonded by HAI  
800-422-1555

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**REGISTERED AGENT:**

*Dan L. Lee*

**FILED**  
96 NOV 12 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA