## 1000095918 RICHARD W. NORRIS, P.A.

Richard W. Norris Attorney at Law 7651-A Ashley Park Court, Suite 401 Orlando, Florida 32835 (407) 299-8096 (407) 295-7274 Facsimile ON SERVICE STATES

November 18, 1996 VIA \*\*EDERAL EXPRESS #8665993755

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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Re:

Articles of Incorporation for Tinkletoons, Inc.

Our File No. 991

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the aforementioned corporation. I have also enclosed our firm check in the amount of \$122.50, which represents your fee for the filing of said articles.

Please return the original scaled articles to this office in the self-addressed, stamped envelope included herewith.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Dena McLellan

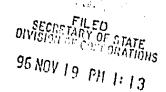
Legal Assistant to

Richard W. Norris, Esquire

/dm

enclosures

# ARTICLES OF INCORPORATION OF TINKLETOONS INC.



The undersigned subscribers, natural persons competent to contract, for the purposes of forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation: Tinkletoons Inc..

### ARTICLE ONE NAME

The name of the Corporation is Tinkletoons Inc..

### ARTICLE TWO

### DURATION

The duration of the Corporation is perpetual.

### ARTICLE THREE

### **PURPOSE OF BUSINESS**

The corporation may engage in any activity or business permitted under the Florida General Corporation Act and business authorized by the State of Florida.

### **ARTICLE FOUR**

### **CAPITALIZATION**

The aggregate number of shares of common stock which the Corporation shall have authority to issue is one thousand (1,000) shares which shall be common stock having a one cent (\$ 00.01) per

share. Each share shall have one vote on all business affairs of the Corporation, as designated by the By-Laws.

### ARTICLE FIVE

### PRINCIPAL AND REGISTERED OFFICE OF THE CORPORATION

The principal office of the Corporation shall be:

1716 St. Tropez Ct., Kissimmee, FL 34744

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### REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The registered agent and registered office of the Corporation shall be:

Richard W. Norris, Esq.

7651-A Ashley Park Ct., Orlando, FL 32835

### **ARTICLE SEVEN**

### DIRECTORS AND PRINCIPAL OFFICERS

The number of Directors shall be two or the number as adopted by the By-Laws of the Corporation. The Directors at the time of Incorporation shall be:

Nicholas DeMauro and Annette DeMauro

The officers of this Corporation shall be the officer of the President/ Director and Vice-

President/Director, held by Nicholas DeMauro and Annette DeMauro respectively. The first Board of Directors, and designated Officers shall hold office for the first year of existence of the Corporation or until their successors are elected, qualified and sworn to up hold the By-Laws of the Corporation.

### ARTICLE EIGHT

#### **BY-LAWS**

The Board of Directors or their designees shall enact a set of By-Laws in which to govern the business affairs of the Corporation within three (3) months of the first Director coming to the office. Once ratified by a majority of all share holders any change or amendment will require a majority vote of the voting share holders attending the annual or special meeting called for this purpose.

### **ARTICLE NINE**

### **INCORPORATOR**

Name and street address of the incorporator of these Articles of Incorporation is:

Nicholas DeMauro

#### ARTICLE TEN

#### **AMENDMENTS**

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders meeting by majority of the stock entitled to vote thereon, unless all of the shareholders sign a written

statement manifesting their intention that a certain amendment of these Article of Incorporation may be made.

IN WITNESS, where of I have executed these ARTICLES OF INCORPORATION in duplicate on this <u>/8</u> day of November, 1996.

Nicholas DeMauro, Incorporator

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

## CERTIFICATE OF DESIGNATION 96 NOV 19 PH 1: 13 REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office, in the State of Florida:

- 1. The name of the corporation is: Tinkletoons Inc..
- 2. The name and address of the registered agent and registered agent's office is:

Richard W. Norris, Esq.

7651-A Ashley Park Ct., Orlando, FL 32835

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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: \_\_\_\_\_\_\_ Richard W. Norris, Esq.

Date: November 18, 1996

STATE OF FLORIDA COUNTY OF ORANGE

1996.

The foregoing instrument was acknowledged before me on November 18, 1996, by Richard W. Norris, Esq., who is personally known to me or produced a Florida Driver's License as identification and who did not take an oath.

WITNESS my hand and official seal on the County and State last aforesaid on November 18,

NOTARY PUBLIC

gársandinkkletoni szárak kirc DENA R MCLELLAN My Commission CC597712 Expires Jun. 28, 2000