

pg 7000004881

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January 10, 1997

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FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/13/97--01080--011
****122.50 ****122.50

Re: Barr-Welch Films, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm's check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	52.50
	Total	\$122.50

If you have any questions, please do not hesitate to call me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Andrew M. O'Malley

AMO:sd
Enclosures
cc: Barr-Welch Films, Inc.

FILED
97 JAN 13 PM 4:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature of Andrew M. O'Malley]
[Handwritten date: 1/16/97]

**ARTICLES OF INCORPORATION
OF
BARR-WELCH FILMS, INC.**

FILED
97 JAN 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: BARR-WELCH FILMS, INC.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 3421 West Cypress Street, Tampa, Florida 33607.

ARTICLE 3

Shares

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Douglas P. Manson.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

James Barr
3421 West Cypress Street
Tampa, Florida 33607

Initial Board of Directors

James Barr
3421 West Cypress Street
Tampa, Florida 33607

James Watt

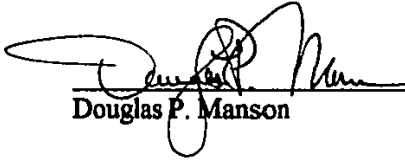
SS.

Name typed/printed _____
Notary Public, State of Florida
Commission No. and Seal:



Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Douglas P. Manson

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97 JAN 13 PM 4:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA