PORTONOLOGIA SESTI

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January 10, 1997

TELEPHONE: (813) 221-8210 FACSIMILE: (813) 221-1430

FEDERAL EXPRESS

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

000002055940--7 -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:

Filing fee \$35.00
 Designation of Registered Agent 35.00
 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.

# ARTICLES OF INCORPORATION

**OF** 

#### BARR-WELCH FILMS, INC.

97 JAN 13 PH 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

# ARTICLE 6

### **Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Michael F. Welch 3421 West Cypress Street Tampa, Florida 33607

James Barr 3421 West Cypress Street Tampa, Florida 33607

The method of election of directors will be as stated in the Bylaws.

### ARTICLE 7

### Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 9 day of January, 1997.

STATE OF FLORIDA SS. COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this day of January, 1997, by James Barr, who is personally known to me or who has produced identification.

> Name typed/printed Notary Public, State of Florida

Commission No. and Seal:

Official Stat ANDREW M. O'MALLEY Notary Public, State of Florida My comm. expires Oct. 30, 1997 No. CC 315183

# **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

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