

P97000004895



ACCOUNT NO. : 072100000032

REFERENCE : 223738 10831A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1997

ORDER TIME : 8:37 AM

ORDER NO. : 223738-005

CUSTOMER NO: 10831A

CUSTOMER: Mr. E. Stephen May  
GREENSPOON MARDER HIRSCHFELD  
RAFKIN ROSS & BERGER  
Suite 700  
100 W. Cypress Creek Road  
Ft. Lauderdale, FL 33309

*Patricia Pyzdek*

900002060299--2

DOMESTIC FILING

NAME: RHYTHM DESIGN PRODUCTIONS,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
97 JAN 16 AM 7:39  
TALLAHASSEE, FLORIDA  
STATE  
SECRETARY

RECEIVED  
97 JAN 16 AM 10:49  
DIVISION OF CORPORATIONS

1-17-97  
*KR*

ARTICLES OF INCORPORATION  
OF  
RHYTHM DESIGN PRODUCTIONS, INC.

FILED  
97 JAN 16 AM 7:39  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RHYTHM DESIGN PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 12189 Old Country Road, Wellington, Florida 33414, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Margaret Rosenberg  
Dir.

12189 Old Country Road  
Wellington, Florida 33414

Steven Rosenberg  
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Margaret Rosenberg Pres.	12189 Old Country Road Wellington, Florida 33414
Steven Rosenberg Sec./Treas.	Same

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 16, 1997.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_

*Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby  
Its Agent, Gail Shelby

CLD/kbr

FILED  
97 JAN 16 AM 7:39  
TALLAHASSEE, FLORIDA