

P97000018189



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 273683 170487A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : February 26, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 273683-005

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CUSTOMER NO: 170487A

CUSTOMER: Richard Rossi, Esq
ROSSI & ASSOCIATES ATTORNEY PA

Penthouse 3
1700 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: STRAY DOG PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 FEB 26 PM 1:56
SPECIAL AGENT STATE
TALLAHASSEE, FLORIDA

DMC 2.26.97

RECEIVED
96 FEB 26 AM 11:28

ARTICLES OF INCORPORATION
OF
STRAY DOG PRODUCTIONS, INC.

FILED

97 FEB 26 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is Stray Dog Productions, Inc.

ARTICLE II

The Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III

The Corporation is authorized to issue 1,000,000 shares of common stock par value \$.001 per share.

ARTICLE IV

The address of the initial registered office of the Corporation is 1821 SW 3rd Avenue, Pompano Beach, Florida, 33060 and the name of the initial registered agent of the Corporation at such address is Mr. Terrence R. Cullinan.

ARTICLE V

The initial mailing address for the Corporation is: 1821 SW 3rd Avenue, Pompano Beach, Florida, 33060.

ARTICLE VI

The Corporation shall have 3 directors initially and the number of directors may be increased or decreased from time to time as provided by the By-laws but shall never be less than one (1). The names and addresses of the initial Directors are as follows: Mr. Terrence R. Cullinan, 1821 SW 3rd Avenue, Pompano Beach, FL 33060; Mr. Michael T. Caffrey, 1821 SW 3rd Avenue, Pompano Beach, FL 33060; and Mr. William A. Massey, 1821 SW 3rd Avenue, Pompano Beach, FL 33060.

ARTICLE VII

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE IX

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE X

The name and address of the incorporator of this Corporation is: Mr. Terrence R. Cullinan, 1821 SW 3rd Avenue, Pompano Beach, FL 33060.

ARTICLE XI

The Board of Directors and Shareholders may amend, repeal or adopt any By-law of and for the Corporation, but the Shareholders may prescribe that any By-law so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

ARTICLE XII

The duration of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of February, 1997.

A handwritten signature in cursive script, reading "Terrence R. Cullinan", is written over a horizontal line.

Terrence R. Cullinan, Sole Incorporator

FILED

97 FEB 26 PM 1:55

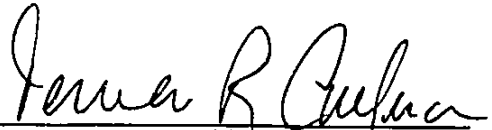
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes, as amended.

A handwritten signature in cursive script, appearing to read "Terrence R. Cullinan", is written over a horizontal line.

Terrence R. Cullinan