

997000018469

HOWELL, TAYLOR & DUGGAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 490208

LEESBURG, FLORIDA 34749-0208

TELEPHONE (352) 787-1440

FACSIMILE (352) 365-6461

P. B. HOWELL, JR., P. A.  
L. E. TAYLOR, P. A.  
J. ROBERT DUGGAN, P. A.

1029 WEST MAGNOLIA STREET  
LEESBURG, FLORIDA 34748

February 19, 1997

RECEIVED  
2/24/97

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

200002096012--4  
-02/24/97-01131-005  
\*\*\*122.50 \*\*\*122.50

Re: **Clown Shoes and Props, Inc.**

Dear Sir:

Please find enclosed Articles of Incorporation along with my check in the amount of \$122.50 which covers the cost of the filing fee.

Thank you for your attention to this matter.

Very Truly Yours,

*J. Robert Duggan*

J. Robert Duggan  
Attorney At Law

JRD/kl

Enclosures

FILED  
97 FEB 24 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/27/97  
TB

ARTICLES OF INCORPORATION  
OF  
CLOWN SHOES AND PROPS, INC.

EFFECTIVE DATE  
2/21/97

ARTICLE I. NAME

NAME: The name of this corporation is CLOWN SHOES AND PROPS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 21st day of  
February, 1997.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of making theatrical props, clown shoes, magic props and general show business paraphernalia, together with transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this

FILED  
97 FEB 24 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corporation is 23313 S. Dewey Robbins Road, Howey In The Hills, Florida 34737-4002 and the name of the initial registered agent of this corporation at that address is WAYNE A. SCOTT.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two 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:

WAYNE A. SCOTT  
23313 S. Dewey Robbins Road  
Howey In The Hills, Florida 34737

MARGARITE J. SCOTT  
23313 S. Dewey Robbins Road  
Howey In The Hills, Florida 34737

#### ARTICLE VIII. SUBSCRIBER

The names and addresses of the subscribers signing these articles are:

WAYNE A. SCOTT  
23313 S. Dewey Robbins Road  
Howey In The Hills, Florida 34737

MARGARITE J. SCOTT  
23313 S. Dewey Robbins Road  
Howey In The Hills, Florida 34737

#### ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors

of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

#### ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on the 19<sup>th</sup> day of February, 1997.

Wayne A. Scott  
WAYNE A. SCOTT

Margarite J. Scott  
MARGARITE J. SCOTT

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WAYNE A. SCOTT AND MARGARITE J. SCOTT, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above-named person: PERSONALLY KNOWN and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this  
19<sup>th</sup> day of February, 1997.

J. Robert Duggan  
Notary Public  
J. Robert DUGGAN  
Printed Name

My Commission Expires:

(SEAL)



J. ROBERT DUGGAN  
MY COMMISSION # CC471291 EXPIRES  
JUNE 12, 1999  
BONDED THROUGH TRISTY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

FILED  
FEB 24 PM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statute  
following is submitted, in compliance with said Act:

First--That CLOWN SHOES AND PROPS, INC.

desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the articles of  
incorporation at City of HOWEY IN THE HILLS County  
of LAKE, State of FLORIDA

has named WAYNE A. SCOTT

located at 23313 S. Dewey Robbins Road, Howey In The Hills, FL 34737  
(Street address and number of building,  
Post Office Box address not acceptable)

City of HOWEY IN THE HILLS, County of LAKE  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By

Wayne A. Scott  
WAYNE A. SCOTT  
(Registered Agent)