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NAME: PHOENIX FILMS, INC.

AUDIT NUMBER.....H97000004049

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION  
OF  
PHOENIX FILMS, INC.

The undersigned incorporator, pursuant to the provisions of Chapter 607, Florida Statutes, does hereby make and declare these articles of incorporation, and does say:

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is **PHOENIX FILMS, INC.**, and its principal office and mailing address is 8998-A Seminole Boulevard, Seminole, Florida 33772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

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

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 - 2ND AVENUE SOUTH, SUITE 701, ST. PETERSBURG, FLORIDA 33701, and the name of the initial registered agent is C. SCOTT BRAINARD.

Prepared by:  
C. Scott Brainard, Esquire  
FBN 279341  
Fisher & Sauls, P.A.  
P.O. Box 387  
St. Petersburg, FL 33731  
813/822-2033

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**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

DAVID L. LAKE  
8998-A SEMINOLE BOULEVARD  
SEMINOLE, FLORIDA 33772

**ARTICLE 7: INCORPORATORS**

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

C. SCOTT BRAINARD  
100 2ND AVENUE SOUTH, SUITE 701  
ST. PETERSBURG, FLORIDA 33701

**ARTICLE 8: CUMULATIVE VOTING**

There shall be no cumulative voting.

**ARTICLE 9: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

**ARTICLE 10: INDEMNIFICATION**

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

**ARTICLE 11: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation may amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, upon the affirmative vote of the shareholders holding a majority of the common capital stock of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 11 day of February, 1997.

  
C. SCOTT BRAINARD

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 11 day of February, 1997.

  
C. SCOTT BRAINARD, Registered Agent

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