

P97000039440

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Red Wagon Productions, Inc.

C.C. FEE.

DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
C U S - 100002162921--6
☐ Fictitious Name File -05702797 01026-014
****122.50 ****122.50

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....
\$ 5/2/97

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 5/2 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU.
From
Your Capital Connection

ARTICLES OF INCORPORATION
OF
RED WAGON PRODUCTIONS, INC.

FILED
97 MAY -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation is Red Wagon Productions, Inc.

ARTICLE II

Principal Office

The principal office of the corporation is located at 400 East Government Street, Pensacola, Florida 32501, and its mailing address is 400 East Government Street, Pensacola, Florida 32501.

ARTICLE III

Duration

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State for the State of Florida.

ARTICLE IV

Purpose

The corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida.

ARTICLE V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of common stock, each share with a par value of One Dollar (\$1.00). No other class or type of stock shall be issued.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of the corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 400 East Government Street, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is Robert G. Kerrigan.

ARTICLE VIII

Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than ten. The name and address of the initial director of the corporation is:

Sharon Lenore Kerrigan
4310 D'Evereaux Street
Pensacola, Florida 32504

ARTICLE IX

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is Sharon Lenore Kerrigan, 4310 D'Evereaux Street, Pensacola, Florida 32504.

ITEM X

Amendment

These Articles of Incorporation may be amended upon any proposed amendment receiving the affirmative vote of the holders of a majority of the shares then outstanding at any regular or special meeting of the stockholders, upon advance notice given of the change to be made. Upon approval by the Secretary of State, any such amendment shall become and be taken as a part of the original Articles of Incorporation.

ARTICLE XI

Bylaws

The power to adopt, alter, amend, or repeal the bylaws of the corporation shall be vested in the board of directors.

ARTICLE XII

Shareholder Quorum and Voting

At any meeting of the shareholders, fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at a meeting entitled

to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

Statutory Powers

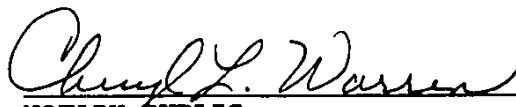
The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of April, 1997.


SHARON LENORE KERRIGAN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22nd day of April, 1996 by SHARON LENORE KERRIGAN, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification and who did take an oath.


NOTARY PUBLIC



"OFFICIAL SEAL"
Cheryl L. Warren
My Commission Expires 10/3/2000
Commission #CC 590657

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

In compliance with Section 48.091, Florida Statutes, the following is submitted: that Red Wagon Productions, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 400 East Government Street, Pensacola, Florida 32501, has named ROBERT G. KERRIGAN of 400 East Government Street, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

RED WAGON PRODUCTIONS, INC.

By: Sharon Lenore Kerrigan
SHARON LENORE KERRIGAN
Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert G. Kerrigan
ROBERT G. KERRIGAN
Registered Agent

CORP\REDWAGON\ARTICLES

FILED
97 MAY -2 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA