

P.97000047832



ACCOUNT NO. : 072100000032

REFERENCE : 409777 1299A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 30, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 409777-005

CUSTOMER NO: 1299A

800002196128--1
-05/30/97--01038--013
****122.50 ****122.50

CUSTOMER: S. Avery Smith, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
Suite 800
125 West Romana Street
Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: STUDIO MAX INTERNATIONAL, 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: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
MAY 30 1997
DIVISION OF CORPORATION

RECEIVED
97 MAY 30 AM 11:18
DIVISION OF CORPORATION

3
MAY 30 1997

**ARTICLES OF INCORPORATION
OF
STUDIO MAX INTERNATIONAL, INC.
a Florida corporation**

FILED
97 JUN 30 11:13:16
TALLAHASSEE, FLORIDA

The undersigned incorporator, **PHILIP C. RUESCH**, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is **STUDIO MAX INTERNATIONAL, INC.**, a Florida corporation.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 520 North Andrews Avenue, Fort Lauderdale, Florida 33309.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 520 North Andrews Avenue, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of this corporation at that address is **PHILIP C. RUESCH**.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

PHILIP C. RUESCH
520 North Andrews Avenue
Fort Lauderdale, Florida 33309

KEITH A. DOUGLAS
520 North Andrews Avenue
Fort Lauderdale, Florida 33309

ANTHONY FOY
520 North Andrews Avenue
Fort Lauderdale, Florida 33309

ARTICLE IX - INCORPORATOR

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

PHILIP C. RUESCH
520 North Andrews Avenue
Fort Lauderdale, Florida 33309

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 29th day of April, 1997.

INCORPORATOR:

 4-29-97 (SEAL)
PHILIP C. RUESCH

ACCEPTANCE BY REGISTERED AGENT

I DO HEREBY accept the foregoing designation as registered agent of STUDIO MAX INTERNATIONAL, INC. Further, I am familiar with and accept the duties and obligations of such designation.

 4-29-97 (SEAL)
PHILIP C. RUESCH