

P97000152565
SPOHRER WILNER MAXWELL MACIEJEWSKI
STANFORD & MATTHEWS, P.A.

ATTORNEYS AND COUNSELORS AT LAW

Robert F. Spohrer¹
Norwood S. Wilner
Gregory H. Maxwell
Donald M. Maciejewski²
Patricia Martin Stanford
Floyd L. Matthews, Jr.
H. Keith Thomerson
Stephanie J. Hartley
Kenneth C. Steel, III

444 East Deval Street
Jacksonville, Florida 32202
904-354-8310
Facsimile 904-354-0756

¹ Board Certified Civil Trial Lawyer
and Board Certified Aviation Law
Attorney. Also admitted in DC

² Board Certified Aviation Law
Attorney. Also admitted in MD,
DC and GA

June 11, 1997

Office of the Secretary of State
New Corporations Division
The Capitol
Tallahassee, Florida 32399-0250

500002211595--5
-06/13/97--01058--001
****122.50 ****122.50

Re: O.C.D. Transportation, Inc.

Dear Sir or Madam:

Enclosed for filing please find the following:

1. Original and one copy of Articles of Incorporation for O.C.D. Transportation, Inc.;
2. Original and one copy of designation of resident agent;
3. Our firm check in the amount of \$122.50 to cover your fees for filing the Articles.

If you have any questions regarding the enclosures, please give me a call at 1-800-413-7948.

The certified (stamped) copies of the Articles and designation may be returned to the undersigned at the address shown above.

Sincerely yours,


Melda Kirkland, Secretary
to Robert F. Spohrer

/mnk
Enclosures

D. BROWN JUN 13 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 2:17

**ARTICLES OF INCORPORATION
OF
O.C.D. TRANSPORTATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 2:17

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: **O.C.D. TRANSPORTATION, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the ownership and operation of vehicles and equipment used in motion picture production.

Additionally, this corporation should have authority to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, and description, or to conduct any other lawful business or activity.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: 100, with a par value of \$0.10 per share.

ARTICLE IV. TERM

This corporation shall have perpetual existence.

ARTICLE V. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is 9775 Creekfront Road, #2002, Jacksonville, Florida 32256.

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

John E. Bergholz, 9775 Creekfront Road, #2002, Jacksonville, Florida 32256

Jerry W. Jackson, 9775 Creekfront Road, #2002, Jacksonville, Florida 32256

ARTICLE VIII. SUBSCRIBERS

The name and post office address of the subscribers of these Articles of Incorporation is:

John E. Bergholz, 9775 Creekfront Road, #2002, Jacksonville, Florida 32256

Jerry W. Jackson, 9775 Creekfront Road, #2002, Jacksonville, Florida 32256

ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement

as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida which such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority

necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law statutory law application thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE X. INDEMNITY

This corporation is authorized to indemnify any director, officer or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any action, suit, or proceeding, if it shall be found by a majority of a

committee composed of the directors or this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XL. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by 2/3 of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 20th day of MAY, 1997.


John E. Bergholz

(SEAL)


Jerry W. Jackson

(SEAL)

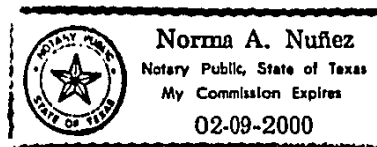
STATE OF Texas)
COUNTY OF Jeff Davis)

I HEREBY CERTIFY that on this day before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared John E. Bergholz to me known to be the persons described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they subscribed those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this
20th day of May, 1997.

Norma A. Nufiez
NOTARY PUBLIC, State of Texas
My Commission expires: 02-09-2000

 Personally known
✓ Produced identification



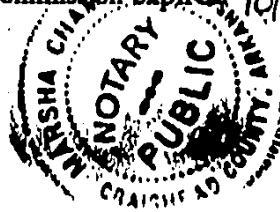
STATE OF Arkansas)
COUNTY OF Craighead)

I HEREBY CERTIFY that on this day before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Jerry W. Jackson to me known to be the persons described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they subscribed those Articles of Incorporation.

21st WITNESS my hand and official seal in the County and State named above this
day of May, 1997.

Marsha Chambers
NOTARY PUBLIC, State of Arkansas
My Commission Expires: 10/14/06

✓ Personally known
 Produced identification



STATE OF FLORIDA
DEPARTMENT OF STATE

**Certificate Designating Place of Business or Domicile
for the Service of Process Within This State, Naming
Agent Upon Whom Process May Be Served and Names and
Addresses of the Officers and Directors.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 PM 2:17

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

O.C.D. TRANSPORTATION, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at **9775 Creekfront Road, #2002**, in the city of **Jacksonville, County of Duval, State of Florida**, has named **John E. Bergholz**, located at **9775 Creekfront Road, #2002, City of Jacksonville, County of Duval State of Florida (32256)**, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
John E. Bergholz	P/T	9775 Creekfront Road, #2002 Jacksonville, Florida 32256
Jerry W. Jackson	VP/S	9775 Creekfront Road, #2002 Jacksonville, Florida 32256

DIRECTORS:


John E. Bergholz	9775 Creekfront Road, #2002 Jacksonville, Florida 32256
Jerry W. Jackson	9775 Creekfront Road, #2002 Jacksonville, Florida 32256

BY


John E. Bergholz, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in said office as required by law.

SUBSCRIBED AND SWORN BEFORE ME
THIS 22 DAY OF May 1997

NOTARY PUBLIC

