

P 927 000058305

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GORHAM RUTTER, JR.

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MAILING ADDRESS:
P.O. BOX 915454
LONGWOOD, FL 32791-5454

June 26, 1997

H

*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

100002228501--8
-07/02/97-01012--004
*****70.00 *****70.00

Re: Magnolia Color Productions, Inc.

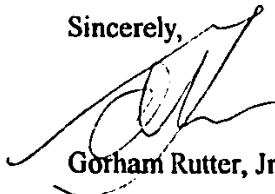
Dear Sir/Madam:

With respect to the above-referenced corporation, enclosed please find the original Articles of Incorporation and a Resident Agent Certificate, together with a check in the amount of \$70.00 to cover the following costs:

- | | |
|------------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Designation of Registered Agent | 35.00 |

Thank you for your time and attention to this matter.

Sincerely,


Gorham Rutter, Jr.

GR/jp

Enclosure
stating

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -2 AM 10:00

8/7/3/97

ARTICLES OF INCORPORATION
OF
MAGNOLIA COLOR PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -2 AM 10:00

ARTICLE I

Name. The name of this Corporation is MAGNOLIA COLOR PRODUCTIONS, INC.

ARTICLE II

Business and Activities. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is FIVE THOUSAND (5,000) shares of common stock, each share having the par value of one dollar (\$1.00).

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Address of the Principal Office and Mailing Address. The principal place of business and mailing address of this Corporation shall be 283 North Northlake Blvd., Suite 111, Altamonte Springs, Florida, 32701.

ARTICLE VI

Initial Registered Agent and Address. The name of the initial registered agent of this Corporation is GORHAM RUTTER, JR., and the street address of the Corporation's initial registered office is 283 North Northlake Blvd., Suite 111, Altamonte Springs, Florida, 32701.

ARTICLE VII

Initial Board of Directors. The name and street address of the sole member of this Corporation's first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Gorham Rutter, Jr.	283 North Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

ARTICLE VIII

Incorporator. The name and street address of the sole incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Gorham Rutter, Jr.	283 North Northlake Blvd., Suite 111 Altamonte Springs, FL 32701

IN WITNESS WHEREOF, the undersigned does set his hand and seal this 26th day of June, 1997.



Gorham Rutter, Jr.

STATE OF FLORIDA

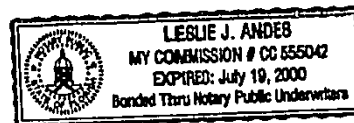
COUNTY OF Orange

The foregoing instrument was acknowledged before me on June 22 1997, by
Gorham Rutter, Jr., who is personally known to me or who produced the following form(s) of
identification: FDL # R340-280-52-241


Notary Public, State of Florida

Leslie Andes

(Printed Name of Notary Public)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sec. 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The name of the Corporation is: MAGNOLIA COLOR PRODUCTIONS,
INC.

2. The name and address of the Registered Agent and Office is:

Gorham Rutter, Jr.
283 North Northlake Blvd., Suite 111
Altamonte Springs, Florida, 32701.

Dated: June 26th, 1997.


Gorham Rutter, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -2 11:10:00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: June 26th, 1997.


Gorham Rutter, Jr.