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ACCOUNT NO. : 072100000032

REFERENCE : 508997 4303929

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : August 26, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 508997-005

300002277553--7

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: AVER PRODUCTIONS, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
97 AUG 26 PM 12:17  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
97 AUG 26 AM 11:25  
STATE OF FLORIDA  
DEPARTMENT OF CORPORATION

SN AUG 26 1997

ARTICLES OF INCORPORATION  
OF

AVER PRODUCTIONS, INC.

FILED

97 AUG 26 PM 12:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is AVER PRODUCTIONS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 444 Brickell Avenue, Suite 51-452, Miami, Florida 33131.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 444 Brickell Avenue, Suite 51-452 City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Alexander Avery.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Alexander Avery  
444 Brickell Avenue  
Suite 51-452  
Miami, Florida 33131

#### ARTICLE VII

The name and address of the Incorporator is Alexander Avery, 444 Brickell Avenue, Suite 51-452, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 25 day of August, 1997.

  
\_\_\_\_\_  
ALEXANDER AVERY  
Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AVER PRODUCTIONS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
ALEXANDER AVERY  
Registered Agent

Dated: August 25 1997.

FILED  
AUG 26 PM 12:17  
TALLAHASSEE, FLORIDA