

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Free Range Productions
Inc.

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- ☒ Art of Inc. File_____
- ___ LTD Partnership File_____
- ___ Foreign Corp. File_____
- ___ L.C. File_____
- ___ Fictitious Name File_____
- ___ Trade/Service Mark_____
- ___ Merger File_____
- ___ Art. of Amend. File_____
- ___ RA Resignation_____
- ___ Dissolution / Withdrawal_____
- ___ Annual Report / Reinstatement_____
- ☒ Cert. Copy_____
- ___ Photo Copy_____
- ___ Certificate of Good Standing_____
- ___ Certificate of Status_____
- ___ Certificate of Fictitious Name_____
- ___ Corp Record Search_____
- ___ Officer Search_____
- ___ Fictitious Search_____
- ___ Fictitious Owner Search_____
- ___ Vehicle Search_____
- ___ Driving Record_____
- ___ UCC 1 or 3 File_____
- ___ UCC 11 Search_____
- ___ UCC 11 Retrieval_____
- ___ Courier_____

Signature _____

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ARTICLES OF INCORPORATION

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OF

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FREE RANGE PRODUCTIONS, INC.

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

FREE RANGE PRODUCTIONS, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

- A. To engage in the business of film production.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of Five Hundred shares (500) of common stock with a value of 1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 12200 Northeast 14th Avenue, Miami, Florida, 33161, or such other place of business as may be determined and fixed by the Board of Directors from time to time. The Registered Agent of this Corporation shall be Michael Rothman, Esq., whose mailing address is ROTHMAN & TOBIN, P.A. 11900 Biscayne Boulevard, Suite 740, Miami, Florida, 33181.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of the Corporation shall be not less than two (2) nor more than three (3) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the

Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John T. Banner	2000 S. Hibiscus Drive North Miami, FL 33181
Ed McNamara	501 Alcazar Avenue Coral Gables, FL 33134

ARTICLE X

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
John T. Banner	2000 S. Hibiscus Dr. North Miami, FL 33181	100
Ed McNamara	501 Alcazar Avenue Coral Gables, FL 33134	100
Stacey Lamotte	2214 A Glynden Avenue Venice, CA 90291	100

ARTICLE XI

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any

way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 100 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

STATE OF FLORIDA)
COUNTY OF DADE) ss:

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, in the County and State last aforesaid, this 3rd day of
November, 1997.

Michael Rothman

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



MICHAEL ALAN ROTHMAN
My Commission CG348228
Expires Jan. 30, 1998
Bonded by ANB
800-852-5878



MICHAEL ALAN ROTHMAN
My Commission CG348228
Expires Jan. 30, 1998
Bonded by ANB
800-852-5878

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That FREE RANGE PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, has named Michael Rothman, Esquire, of Rothman & Tobin, P.A., located at 11900 Biscayne Blvd. Suite 740, Miami, Florida 33181, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Michael Rothman

BY:

Michael Rothman

REGISTERED AGENT

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