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REPLY TO:
P.O. BOX 2807
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November 18, 1997

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

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

Re: Theater Support Systems, Inc.
Articles of Incorporation

Gentlemen:

Enclosed is an original and a copy of the Articles of Incorporation for the above named corporation. Also enclosed is a check in the sum of \$70.00 which represents the following fees:

Filing Fee: \$35.00
Registered Agent Fee: \$35.00
Total: \$70.00

Please file the original of the enclosed Articles of Incorporation and return a file marked copy to me.

Please do not hesitate to call if there are any questions regarding the foregoing.

Sincerely,


Biff Godfrey

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cc: Nancy S. Young

Dmo
11-24-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THEATRE SUPPORT SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this Corporation shall be **THEATRE SUPPORT SYSTEMS, INC.**

ARTICLE II.
TERM OF EXISTANCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.
CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
10,000	\$1.00	<u>Common Stock</u>

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. Preemptive Rights.

This Corporation elects to have preemptive rights. Such rights shall extend to shares issued for any purpose, including all purposes otherwise exempted under the provisions of the Florida General Corporation Act, or for any form of consideration, including cash, property (tangible and intangible), labor or services in lieu of cash. Such rights may be further defined by bylaw provisions.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this Corporation shall be located at 470 Riverwoods Trail, Chuluola, Florida 32766.

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of this Corporation shall be: 470 Riverwoods Trail, Chuluola, Florida 32766.

**ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 470 Riverwoods Trail, Chuluola, Florida 32766, and the initial registered agent of the Corporation at that address shall be Nancy Young. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII.
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

<u>Name:</u>	<u>Address:</u>
Nancy Young	470 Riverwoods Trail, Chuluola, Florida 32766
Dave Young	470 Riverwoods Trail, Chuluola, Florida 32766

Directors may be removed only with cause.

**ARTICLE IX.
INCORPORATOR**

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

Name:

Address:

Nancy Young

470 Riverwoods Trail, Chuluola, Florida 32766

**ARTICLE X.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE XI.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XII.
CONFLICTS 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 Directors of this Corporation are pecuniarily or otherwise interested in, or are the 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 who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that 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 XIII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of this Corporation's debts to any extent.

**ARTICLE XIV.
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.

**ARTICLE XVI.
OFFICERS**

The name and office of the initial officer of this Corporation who shall hold office for the first year of this Corporation, or until her successors are elected or appointed are:

<u>Name:</u>	<u>Office:</u>
Nancy Young	President

**ARTICLE XVII.
SPECIAL PROVISION**

This Corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

**ARTICLE XV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand this 24 day of September, 1997.


Nancy Young, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/ REGISTER OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : **THEATRE SUPPORT SYSTEMS, INC.**
2. The name and address of the registered agent and registered office is:

Nancy Young
470 Riverwoods Trail
Chuluota, Florida 32766

ACKNOWLEDGMENT

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 this 24 day of September, 1997.

Nancy Young
Nancy Young
Registered Agent