

P98000016304



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 711968 117281A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 12:27

ORDER DATE : February 19, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 711968-005

CUSTOMER NO: 117281A

CUSTOMER: Beth Schick, Esq
LAW OFFICE OF BETH S. SCHICK

204 Wymore Road

Winter Park, FL 32789

RECEIVED
98 FEB 19 AM 10:50
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: RED MARK PRODUCTIONS, INC.

200002434912--6

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: Stacy L Earnest

EXAMINER'S INITIALS:

cf 2/19/98

ARTICLES OF INCORPORATION

OF

RED MARK PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 12:27

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

RED MARK PRODUCTIONS, INC.
111 North Orange Avenue, Suite 1100, Orlando, Florida 32801

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. 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;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of two classes, a voting class and a nonvoting class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 204 N. Wymore Road, Winter Park, Florida 32789 and the name of its initial Registered Agent at that address is Beth S. Schick, Esquire.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Name

Address

Scott M. Levitt

978 Stonewood Lane
Maitland, Florida 32751

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Beth S. Schick
204 N. Wymore Road
Winter Park, Florida 32789

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. The initial shares of voting stock of the Corporation shall be issued to the following persons, in equal amounts, upon payment of the consideration determined by the Board of Directors:

Shareholder

Scott M. Levitt
Kenneth D. Levitt
Solomon F. Schick

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Shareholders listed above. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is February 19, 1998.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17th day of February, 1998.

Beth S. Schick
Beth S. Schick, Incorporator

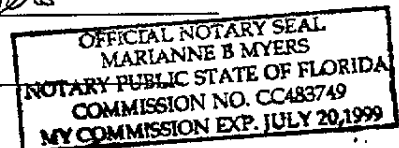
STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17th day of February, 1998, by Beth S. Schick, Incorporator, of RED MARK PRODUCTIONS, INC., a corporation, on behalf of the corporation, who is personally known or produced as identification.

Marianne B. Myers
Notary Public
My Commission expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RED MARK PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 111 North Orange Avenue, Suite 1100, Orlando, Florida 32801, has named Beth S. Schick, located at 204 N. Wymore Road, Winter Park, Florida 32789, as its agent to accept service of process within Florida.

Beth S. Schick
Beth S. Schick

Incorporator
Title

2-17-98
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Beth S. Schick
Beth S. Schick, Registered Agent

2-17-98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 12:27