

P98000016304



ACCOUNT NO. : 072100000032

REFERENCE : 836486 117281A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 35.00

ORDER DATE : May 29, 1998

ORDER TIME : 10:45 AM

ORDER NO. : 836486-005

CUSTOMER NO: 117281A

700002540777--9

CUSTOMER: Ms. Pam Young  
Law Office Of Beth S. Schick  
204 North Wymore Road

Winter Park, FL 32789

DOMESTIC AMENDMENT FILING

NAME: REDMARK PRODUCTIONS, INC.

EFFECTIVE DATE: 6-1-98

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

6/2

Restated  
Articles

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 MAY 29 PM 4:03

FILED

DIVISION OF CORPORATION

98 MAY 29 AM 11:38

RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 1, 1998

CSC  
CHRISTOPHER  
TALLAHASSEE, FL

SUBJECT: RED MARK PRODUCTIONS, INC.  
Ref. Number: P98000016304

We have received your document for RED MARK PRODUCTIONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 598A00030550

RECEIVED  
98 JUN -1 PM 4:09  
DIVISION OF CORPORATIONS

**RESUBMIT**

Please give original  
submission date as file date.

**FILED**

98 MAY 29 PM 4: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
RED MARK PRODUCTIONS, INC.**

Pursuant to the provisions of Section 607.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Restatement to its Articles of Incorporation:

**Article I - Name**

The name of the corporation is RED MARK PRODUCTIONS, INC. (hereinafter referred to as the "Corporation").

**Article II - Amendments to Articles of Incorporation**

The restatement of the Articles of Incorporation of the Corporation contains amendments to the Articles of Incorporation requiring shareholder approval.

**Article III - Adoption and Text of Articles of Restatement  
to the Articles of Incorporation**

All of the directors of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 29th day of May, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved a resolution approving the Articles of Restatement of the Articles of Incorporation by written consent dated the 29<sup>th</sup> day of May, 1998, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution approving the restatement of the Articles of Incorporation:

**RESOLVED**, that the Articles of Incorporation of the Corporation be restated in their entirety to read as follows:

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

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. Initial shares of voting stock of the Corporation shall be issued to the following person, in equal amounts, upon payment of the consideration determined by the Board of Directors:

Shareholder

Scott M. Levitt

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Shareholder 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.

**Article IV - Effective Date of Restatement**

The effective date of the restatement of the Articles of Incorporation of the Corporation set forth herein shall be as of the 1st day of June, 1998.

Dated this 28<sup>th</sup> day of MAY, 1998.

RED MARK PRODUCTIONS, INC.

By: 

SCOTT LEVITT, President