

P 98000021690

GERLICK & COMPANY
619 N. DIXIE HWY.
LAKE WORTH, FL 33460
(800)832-7472

FILED

98 MAR -5 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 1998

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-03/05/98--01027--019
*****75.00 *****75.00

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Waterfield Studios, Inc
Re: Filing of Articles of Incorporation of ~~Universal Marketing and Investment Group, Inc.~~

Dear Sir or Madam,

Please file the enclosed Article of Incorporation for ~~Universal Marketing and Investment Group, Inc.~~ The \$35.00 filing fee together with the \$35.00 registered agent fee are enclosed. Please return the stamped articles to the address listed above.

Thank you in advance for your assistance in this matter.

Sincerely,
Gerlick & Company

Michael Gerlick

Michael Gerlick

P. Hall

MAR - 9 1998

**Articles of Incorporation
Of
Wakefield Studios, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
CORPORATE NAME**

The name of the corporation shall be:

Wakefield Studios, Inc.

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 500 shares, all of which shall be common with a \$1.00 par value.

**ARTICLE FIVE
PLACE OF BUSINESS**

The street address of the principal place of business shall be:

7040 N.W. 25th Court
Sunrise, FL 33313

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7040 N.W. 25th Court ,
Sunrise, FL 33313, and the initial registered agent at such address is Kevin Wakefield.

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided
by the By-laws of the corporation as adopted by the stockholders; but, in no event shall the Board
of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT
INITIAL DIRECTORS

the initial Board of Directors shall consist of one (1) member who shall hold office until the first
meeting of the corporation and whose name and address is as follows:

Kevin Wakefield
7040 N.W. 25th Court
Sunrise, FL 33313

ARTICLE NINE
INCORPORATORS

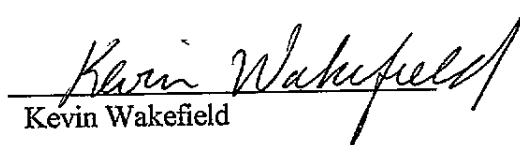
The name and address of each incorporator executing the Article of Incorporation are as follows:

Kevin Wakefield
7040 N.W. 25th Court
Sunrise, FL 33313

ARTICLE TEN
COMMENCEMENT DATE

The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 23 day of February, 1998.

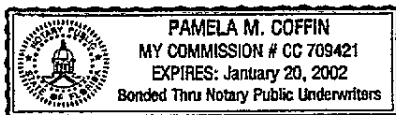

Kevin Wakefield

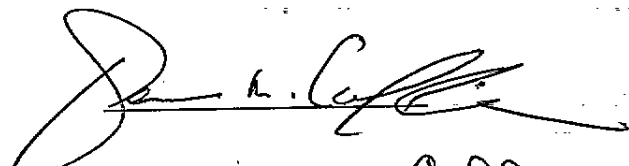
STATE OF FLORIDA:

COUNTY OF BROWARD:

BEFORE ME, A Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Kevin Wakefield, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 23 day of February, 1998




Pamela m. Coffin
Notary Public
State of Florida

My commission expires: Jan 20, 2002

FILED

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

98 MAR -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby designates Kevin Wakefield its Registered Agent to accept service of process within this state.

Kevin Wakefield
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation of Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of the law applicable to said designation.

Kevin Wakefield
Kevin Wakefield