

P98000028297

Bogin, Munns & Munns

Attorneys and Counselors at Law

BRUCE M. BOGIN*
RANIER F. MUNNS
RULON D. MUNNS
MAUREEN A. BELL
PATRICIA L. DAUGHERTY
RICHARD E. WHITAKER
PIPER ALLAN SEVERNS
PAMELA BOUNDS OLSEN
LISA A. ESPOSITO
B.F. (Biff) GODFREY, JR.**
MICHAEL L. DAVIS
C. SAMUEL NEWMAN
CHARLES V. CHOYCE, JR.
PETER C. MCLEOD
SCOTT G. WALLACE
DAVID W. HALL
EVANGELOS A. ARGYRAKIS
KASHMIRA I. BHAVSAR
BRIAN T. FORMAN
MATTHEW D. VALDES
* RETIRED
** ADMITTED TO TEXAS BAR

770 DELTONA BOULEVARD
SUITE C
DELTONA, FLORIDA 32725
TELEPHONE (407) 860-5200
FAX (407) 860-0701

233 NORTH BERMUDA AVENUE
KISSIMMEE, FLORIDA 34741
TELEPHONE (407) 870-1919
FAX (407) 870-2419

250 NORTH ORANGE AVENUE
ELEVENTH FLOOR
POST OFFICE BOX 2807
ORLANDO, FLORIDA 32802
TELEPHONE (407) 425-1814
FAX (407) 648-5459

RIALTO PLACE OFFICE TOWER
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 726-8656

2215 S.E. FT. KING STREET
SUITE A
OCALA, FLORIDA 34471
TELEPHONE (352) 690-7400
FAX (352) 690-6618

106 JULIA STREET
TITUSVILLE, FLORIDA 32796
TELEPHONE (407) 264-1500
FAX (407) 268-1624

LEGAL ASSISTANTS

FRANCINA BOYKIN
DENNIS MURRAY
DAVID J. O'BRIEN
JO STAFFORD-THOMAS
KAREN S. HAHN
M. WILLIAMS, CLU, CFLA

INVESTIGATOR
ERIC RAMIREZ

REPLY TO:
P.O. Box 2807
ORLANDO
FLORIDA 32802

March 23, 1998

100002462021--6
-03/25/98--01052--019
*****70.00 *****70.00

VIA FEDERAL EXPRESS

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

Re: Interior Productions, 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:	<u>\$35.00</u>
Total:	<u>\$70.00</u>

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

g:\apps\word95\biff\corporate\corporate\interior productions\dept of state.doc

cc: Brady Camp

FILED
98 MAR 25 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-26-98

**ARTICLES OF INCORPORATION
OF
INTERIOR PRODUCTIONS, INC.**

FILED
98 MAR 25 PM 2:30
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, does hereby adopt the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of this Corporation shall be **INTERIOR PRODUCTIONS, INC.**

**ARTICLE II.
TERM OF EXISTENCE**

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 Authorized	Shares	Par Value Per Share	Class of Stock
100		\$1.00	Common Stock

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.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of the Corporation shall be located at:

1713 Wintergreen Boulevard
Court C
Winter Park, Florida 32792

**ARTICLE VI.
MAILING ADDRESS**

The mailing address of the Corporation shall be:

1713 Wintergreen Boulevard
Court C
Winter Park, Florida 32792

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

The initial registered office of the Corporation shall be located at 1713 Wintergreen Boulevard, Court C, Winter Park, Florida 32792, and the initial registered agent of the Corporation at that address shall be BRADY CAMP. 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**

The 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 the Corporation are:

<u>Name:</u>	<u>Address:</u>
Brady Camp	741 Cross Bow Lane, Sanford, FL 32773
Fidelma Magill	1713 Wintergreen Boulevard, Court C, Winter Park, Florida 32792

Directors may be removed only with cause.

**ARTICLE IX.
INCORPORATOR**

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

Brady Camp
1713 Wintergreen Boulevard
Court C
Winter Park, Florida 32792

**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 the Corporation's debts to any extent.

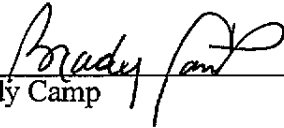
**ARTICLE XIV.
AMENDMENT**

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 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 his hand and seal this 23rd day of March, 1998.



Brady Camp

\\BMMSYS\HOME\BIFF\CORPORATE\INTERIOR PRODUCTIONS\AOI INTERIOR PRODUCTIONS.DOC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

INTERIOR PRODUCTIONS, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 1713 Wintergreen Boulevard, Court C, Winter Park, Florida 32792, has named and designated **BRADY CAMP** as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 23rd day of March, 1998.



BRADY CAMP
Registered Agent

FILED
98 MAR 25 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA