

P98000068036



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 915051 4303929

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : August 4, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 915051-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Yolanda Rodriguez  
GREENBERG TRAUIG

1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DOMESTIC FILING

NAME: STUDIO VIRTUA, INC.

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: Abby Capaz

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION  
*g 8/4/98*

**ARTICLES OF INCORPORATION**

**OF**

**STUDIO VIRTUA, INC.**

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**ARTICLE I**

The name of the corporation is STUDIO VIRTUA, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 6717 Tarrega Street, Coral Gables, Florida 33146.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 6717 Tarrega Street, City of Coral Gables, County of Dade, State of Florida 33146 and the name of its initial registered agent at such office is Claire S. Prohias.

## **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are two (2), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Allan Wright  
2685 S.W. 17<sup>th</sup> Avenue  
Coconut Grove, Florida 33133

Claire S. Prohias  
6717 Tarrega Street  
Coral Gables, Florida 33146

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## **ARTICLE VII**

The name of the Incorporator is Rafael G. Prohias and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

## **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3 day of August, 1998.

  
\_\_\_\_\_  
Rafael G. Prohias, Incorporator

## **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of STUDIO VIRTUA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Claire S. Prohias, Registered Agent

Dated: August 3, 1998