

P98000078172



ACCOUNT NO. : 072100000032

REFERENCE : 956576 7164081

AUTHORIZATION : *Patricia Pignotti*

COST LIMIT : \$ 70.00

ORDER DATE : September 9, 1998

ORDER TIME : 9:43 AM

ORDER NO. : 956576-025

CUSTOMER NO: 7164081

CUSTOMER: Mr. Donald L. Conway
MR. DONALD L. CONWAY

20202 Glenmoor Drive

West Palm Beach, FL 33409

900002636029--8

DOMESTIC FILING

NAME: STARPRO STUDIOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 11:31

RECEIVED
98 SEP 10 AM 10:42
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 10 AM 11:31

ARTICLES OF INCORPORATION
OF
STARPRO STUDIOS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STARPRO STUDIOS, INC.

The address of the principal office of this corporation shall be 20202 Glenmoor Drive, West Palm Beach, Florida 33409, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

George B. Jewell 168 Egret Circle,
West Palm Beach, Florida 33413

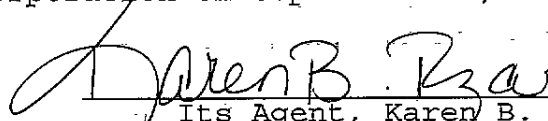
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

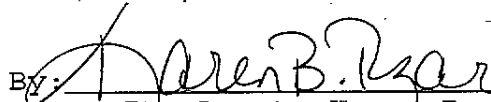
The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 10, 1998.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

RSS/STACY L EARNEST