

P98000085634



ACCOUNT NO. : 072100000032

REFERENCE : 986153 6209A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : October 6, 1998

ORDER TIME : 12:20 PM

ORDER NO. : 986153-005

CUSTOMER NO: 6209A

CUSTOMER: Ms. Maggie Dowis
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

500002656805--0

DOMESTIC FILING

NAME: U'NA PRODUCTIONS, 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: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 2:33

RECEIVED
98 OCT -6 PM 1:15
DIVISION OF CORPORATIONS

EFFECTIVE DATE

10/2/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 2:33

ARTICLES OF INCORPORATION

of

U'NA PRODUCTIONS, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: U'NA Productions, Inc., 112 McCulloch's Alley, Eustis, FL 32726.

ARTICLE II

Purposes

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

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscribers and Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND E. GRAYFORD	1625 Abrams Road Eustis, FL 32726
KATHRYN C. MONTGOMERY	112 McCulloch's Alley Eustis, FL 32726

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
RAYMOND E. GRAYFORD	1625 Abrams Road Eustis, FL 32726
KATHRYN C. MONTGOMERY	112 McCulloch's Alley Eustis, FL 32726

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

- A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Effective Date

The date that corporate existence shall begin is October 2, 1998. This election is pursuant to Florida Statute 607.0203(1).

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1625 Abrams Road, Eustis, FL 32726. The name of the Registered Agent of this corporation is RAYMOND E. GRAYFORD at the above office address.

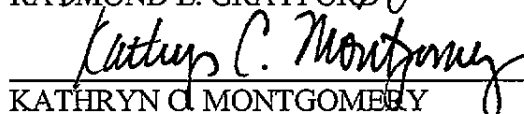
ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporators certify to the truth of the facts herein stated, this 5th day of October, 1998.


RAYMOND E. GRAYFORD


KATHRYN C. MONTGOMERY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 2:33

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for U'NA Productions, Inc., as stated in these Articles of Incorporation.

Dated this 5th day of October, 1998


RAYMOND E. GRAYFORD