

P98000098123

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Topaz Studios, Inc.

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-11/23/98--01027--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 23 AM 10:25

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98 NOV 23 AM 9:27

NOV 23 1998

ARTICLES OF INCORPORATION

OF

TOPAZ STUDIOS, INC.

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The undersigned incorporator to these Articles of Incorporation, IS a natural person competent to contract in the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: TOPAZ STUDIOS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- a. To engage in every day activity or business permitted under the laws of the United States and the State of Florida.
- b. To buy, sell, exchange, lease, subdivide, develop, improve, own, hold, mortgage or deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair, and remodel buildings and structures of all types, including residences, apartments, stores, warehouses, and office buildings, with all the usual and necessary rights and powers for the accomplishment of the foregoing.
- c. To make, and perform contracts of every kind and description suitable, necessary, useful or advisable in connection with any or all of the objects herein set forth; to do any and all other acts and things and to exercise any and all other powers necessary, advisable, suitable and proper for the accomplishment of any or all of the powers herein set forth, either alone or associations, or individuals, provided the same shall not be inconsistent with the laws of the State of Florida.
- d. To acquire the whole or any part of the good will, business, stock, assets, property, bonds and rights of any and every nature of any person, firm, association or corporation doing business of a similar character as above; to pay for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association,

- firm or individual engaged in a business of similar character as above or incidental thereto; and to continue any such business so acquired.
- e. To hold, purchase or otherwise acquire or be interested in, and to sell, assign, pledge or otherwise dispose of shares of the capital stock, bonds, or other evidence of debt issued or created by any other corporation and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes, securities, liabilities or other indebtedness of other corporations.
  - f. To do and act in the foregoing and any part thereof as owner or on its own account, or as agent, broker, factor, or otherwise, and in general, to do and perform any and all things and acts, and conduct and transact any and all other businesses which may be necessary, convenient, incidental, or proper to the exercise all the rights, privileges, powers and franchises that corporations of like nature organized under the laws of the State of Florida are empowered, authorized and permitted to do and perform.
  - g. The foregoing clauses and provisions shall be construed as purposes, objects and powers and the foregoing specific statements and enumerations shall not be held to limit or restrict in any manner the powers of the corporation.

### ARTICLE III. CAPITAL STOCK

- a. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$ 1.00 PAR VALUE.
- b. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Directors.
- c. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code.
- d. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive, any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class, and all such additional shares of stock and securities so subscribed to shall be issued to such

stockholders in the same ratio that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

#### ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than FIVE HUNDRED DOLLARS (\$500.00) of paid-in capital.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

1609 NW 7<sup>TH</sup> Court  
Fort Lauderdale, Florida 33311

The Board of Directors may from time-to- time move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased from time- to- time by-laws adopted by the stockholders, but shall never be less than ONE (1).

#### ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, and any or all of the stockholders of this corporation, may from time-to-time enter into such agreements as they deem expedient, relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX.  
TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or individual or firm, shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X. REPLACING OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTORS

The name and post office address of the first Board of Directors is:

Rodger Knowles  
1609 NW 7<sup>th</sup> Court  
Fort Lauderdale, Florida 33311

ARTICLE XII. INCORPORATOR (S)

The name and post office address of the incorporator (s) to these Articles of Incorporation is as follows:

Rodger Knowles  
1609 NW 7<sup>th</sup> Court  
Fort Lauderdale, Florida 33311

ARTICLE XIII. AMENDMENT

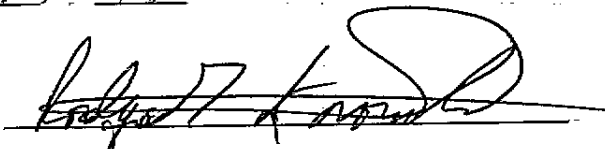
These Articles of Incorporation may be amended in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1609 NW 7<sup>th</sup> Court, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Rodger Knowles.

IN WITNESS WHEREOF, the undersigned, being the original subscriber (s) to the capital stock here in above named, for the purpose of forming a corporation to do business in the state of Florida under the laws of the State of Florida. Do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares hereinabove set forth, and here unto set his hand (s) and seal(s) this 14 day of November, 1998

  
By Rodger Knowles  
By \_\_\_\_\_

STATE OF FLORIDA)

) SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Rodger Knowles to me well known to be the person (s) who executed the foregoing Articles of Incorporation and he acknowledges before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the county and state last  
Aforesaid this 16 day of November 19 99.

My commission expires:



Kenneth Thurston  
MY COMMISSION # GC054288 EXPIRES  
July 16, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHO PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted  
in compliance with said Act:

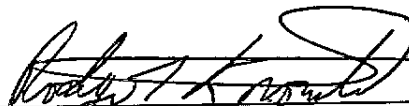
First - That Topaz Studios, Inc. desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of  
incorporation at City of Fort Lauderdale, County of Broward, State of Florida  
has named Rodger Knowles, located at 1609 NW 7<sup>th</sup> Court, City of Fort  
Lauderdale, County of Broward.

State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: MUST BE SIGNED BY DESIGNATED  
AGENT**

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby accept to act in  
this capacity, and agree to comply with the provision of said Act relative to  
keeping open said office.

By:



(Registered Agent)

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