

Law Office of
T. CHARLES SHAFER

LICENSED IN:
FLORIDA, NORTH CAROLINA,
U.S. DISTRICT COURT,
SOUTHERN DISTRICT, FLORIDA

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CRIMINAL LAW
FAMILY LAW
CIVIL LITIGATION

P99000008899
January 21, 1999

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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-01/25/99--01061--009
*****78.75 *****78.75

RE: Articles of Incorporation of Cosgrove and Sutherland Productions, Inc.

Dear Sirs or Madams:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



T. Charles Shafer, Esq.

TCS/tls

enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 6:16



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025

ARTICLES OF INCORPORATION
OF
COSGROVE AND SUTHERLAND PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 25 PM 6:16 '99

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Cosgrove and Sutherland Productions, Inc.

ARTICLE II - DURATION

The period of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which the corporation is organized are to engage in the business of video productions, and any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. Such shares shall be of single class and have a par value of One Dollar (\$1.00) per share.

Since it is the purpose and intent of the incorporators hereto that this corporation be established as a subchapter S corporation, then all applicable Internal Revenue Code regulations and other controlling legislation are specifically incorporated into these Articles. The incorporators will comply with and/or file with the Internal Revenue Service the appropriate documents for implementation as a Subchapter S corporation. Any further legislation applicable to Subchapter S corporation shall be construed to apply to this corporation in order that this corporation may comply with and maintain, at the direction of the incorporators, its subchapter S status.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street number of the initial registered office of this Corporation is 1125 Rosedale Avenue, Fort Pierce, Florida 34982, and the name of the initial registered agent is Thomas Cosgrove.

ARTICLE VI - CORPORATE OFFICES

The principal office of the corporation shall be at 1125 Rosedale Avenue, Fort Pierce, Florida 34982.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be more than five (5). The names and addresses of the initial directors of this Corporation are:

Thomas Cosgrove	1125 Rosedale Avenue Fort Pierce, Florida 34982
John Holt Sutherland, III	845 5th Place Vero Beach, Florida 32962

ARTICLE VIII - STOCKHOLDERS

Thomas Cosgrove is to be a fifty-one Percent (51%) stockholder, and John Holt Sutherland, III, is to be a forty-nine percent (49%) stockholder in this corporation.

ARTICLE IX - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

Thomas Cosgrove	1125 Rosedale Avenue Fort Pierce, Florida 34982
John Holt Sutherland, III	845 5th Place Vero Beach, Florida 32962

ARTICLE X - PREEMPTIVE RIGHTS

The parties hereto agree that before any shareholder in this corporation may offer his shares to a third party, those shares must be offered to all remaining shareholders at the same price being offered to the third party, prior to said shares being offered to a third party. Further, each

shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 19 day of JAN, 1999.


Thomas Cosgrove

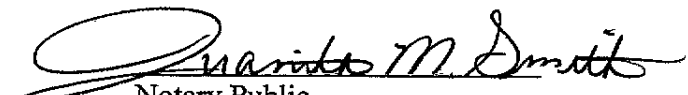

John Holt Sutherland, III

STATE OF FLORIDA

Indian River
COUNTY OF ~~ST. LUCIE~~

The foregoing instrument was acknowledged before me this 19th day of Jan 1999, by Thomas Cosgrove, who is personally known to me, or has produced ID # 261-825-55-441-0 ^{exp 12/1/03} ~~5-264-463-57-043-0 gms~~ as identification and who did not take an oath.

(Notary Seal)


Notary Public

Juanita M. Smith



STATE OF FLORIDA

Indian River
COUNTY OF ~~ST. LUCIE~~

The foregoing instrument was acknowledged before me this 19th day of Jan 1999,

by John Holt Sutherland, III, who is personally known to me, or has produced
TD 5364-468-57-043-0 as identification and who did did/not take an oath.
Exp. 2/3/05

(Notary Seal)



Juanita M. Smith
Notary Public

Juanita M. Smith
Print name

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

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

That Cosgrove and Sutherland Productions, Inc., (a corporation for profit) desiring to
organize under the laws of the State of Florida, with its principal office as indicated in the Articles
of Incorporation at the County of St. Lucie, State of Florida, has named Thomas Cosgrove of 1125
Rosedale Avenue, Fort Pierce, Florida 34982, as its agent to accept service of process within this
State.

ACKNOWLEDGMENT

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

Thomas Cosgrove
Thomas Cosgrove

STATE OF FLORIDA

Indian River
COUNTY OF ~~ST. LUCIE~~

The foregoing instrument was acknowledged before me this 19th day of Jan, 1999,

by Thomas Cosgrove who is personally known to me, or has produced ID C261-825-55-441.0 Exp 12/11
as identification and who did did/not take an oath.

(Notary Seal)



Juanita M. Smith
Notary Public
Juanita M. Smith
Print name