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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 8:19

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****131.25 *****87.50

January 27, 1999

EFFECTIVE DATE
1-29-99

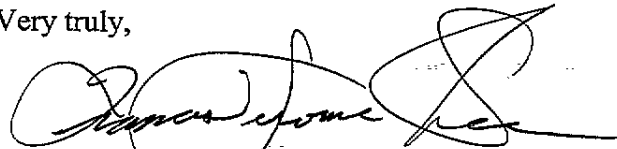
Division of Corporations
New Charters
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Twenty-First Century Studios, INC.

Dear Sir:

Please find enclosed herewith the original and one copy of the Articles of Incorporation in reference to the above captioned corporation together with my firm's check in the amount of \$131.25 as and for the total fee for the filing of said Articles and for a Certificate of Status. After filing said Articles, please return the certified copy of the articles and the certificate of status to my office.

Very truly,



FRANCIS JEROME SHEA
Attorney at Law

FJS:mod

Enclosures

D. BROWN FEB - 4 1999

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ARTICLES OF INCORPORATION

OF

TWENTY-FIRST CENTURY STUDIOS, INC.

EFFECTIVE DATE
1-29-99

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Twenty-First Century Studios, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, in any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufactures or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time, owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of

capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable and expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clause of this Article or any other Articles; but that the objects and powers specifies in each of the clauses and in this Articles shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each share having a par value of \$0.10. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service of property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

This amount of the capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS


The initial street address of the principal office of this corporation is to be at 1916 Atlantic Blvd., Jacksonville, FL 32207. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - RESIDENT AGENT

In purchase of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act: Twenty-First Century Studios, Inc., is desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, has named Francis Jerome Shea, 1916 Atlantic Blvd., Jacksonville, FL 32207 to accept service of process within this State.

ACKNOWLEDGEMENT:

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


RESIDENT AGENT
FRANCIS JEROME SHEA

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ARTICLE VIII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Francis Jerome Shea, 7914 N. McLaurin Rd., Jax., FL 32256

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the

number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
Francis Jerome Shea	7914 N. McLaurin Rd. Jacksonville, FL 32256	10,000	\$1,000.00

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the 29th day of January, 1999.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of January, 1999.


FRANCIS JEROME SHEA

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Francis Jerome Shea, who is/are personally known to me ✓ or who produced NA as identification _____ and known to me to be the individual(s) described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he/she/they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 29th day of January, 1999.


NOTARY PUBLIC
MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
MARYANNE DURDEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476360
MY COMMISSION EXP. JUNE 28, 1999