CAPITAL CONNECTION, INC. 016351

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

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ARTICLES OF INCORPORATION

OF

SIN CE SPORATE

SECRETARY OF STATE

PERSON CE SPORATE

FILLED

KEY WEST FILM SOCIETY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is KEY WEST FILM SOCIETY, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1310 ROYAL STREET, KEY WEST, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is WAYNE KRUER, ESQ., 600 WHITEHEAD STREET, KEY WEST, FL 33040.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

MICHAEL SHIELDS

1310 ROYAL STREET, KEY WEST, FL 33040

WAYNE KRUER

600 WHITEHEAD STREET, KEY WEST, FL 33040

GARY HABER

1123 ELGIN LANE, KEY WEST, FL 33040

The undersigned has executed these Articles of Incorporation this 19th day of February, 1999.

"Capital Connection, Inc. by Lauren Strong, Client Representative"

Lauren Staang

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The	name	of t	the corporation	is: KEY	WEST	FILM	SOCIETY	, IN	c.
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2.	The	name	and	l street address	s of the	regia	stered	l agent	and	office
is:	*			WAYŅE KRUE	ER, ESQ.	, 			-	
				600, WHÍTEH	HEAD STR	EET		- ··		
				KEY WEST.	FL 33040	0				

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.