

## TRANSMITTAL LETTER

P99000020883

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Artquest Studios International Inc.  
(Proposed corporate name - must include suffix)

400002796144--6  
-03/05/99--01079--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: William M. Foster  
Name (Printed or typed)

555 Westmoreland Rd.  
Address

Daytona Beach, Fla. 32114  
City, State & Zip

(904) 257-3624  
Daytime Telephone number

99 MAR -5 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
99 MAR -5 PM 1:21

RECEIVED

NOTE: Please provide the original and one copy of the articles.

999A-10359  
5/3

ARTICLES OF CORPORATION

OF

ARTQUEST STUDIOS INTERNATIONAL INC.

I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

THE NAME OF THE CORPORATION IS  
ARTQUEST STUDIOS INTERNATIONAL INC.

THE ARTICLE II NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE III DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES COMMON STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$1.00 PER SHARE, FULLY PAID AND NON-ASSESSABLE. THE AMOUNTS TO BE PAID FOR THE ISSUANCE OF SUCH STOCK, IN MONEY, PROPERTY, OR SERVICES AT A JUST VALUE, SHALL BE FIXED BY THE BOARD OF DIRECTORS. THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED, SOLD, ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LEIN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARATER.

ARTICLE V ADDRESS OF REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION WITHIN THE STATE OF FLORIDA IS 555 WESTMORELAND RD., DAYTONA BEACH, FL 32114-2423, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS WM. M. FOSTER. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN TWO (2) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN TWO (2). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MAY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS AS FOLLOWS:

GREGORY G. GRANT (PRES.) 571 LEEWAY TRAIL, ORMOND BEACH,  
FL. 32174

KAREN GRIMM (VICE PRES.) 571 LEEWAY TRAIL, ORMOND BEACH,  
FL. 32174

ARTICLE VII INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED  
TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE  
DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR  
OF THIS CORPORATION, WHOSE NAME AND ADDRESS IS WM. M.  
FOSTER, 555 WESTMORELAND RD., DAYTONA BEACH, FL 32114.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE  
ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

WM. M. Foster

STATE OF FLORIDA

COUNTY OF VOLUSIA

PERSONALLY APPEARED WM. M. FOSTER, TO ME KNOWN TO BE  
THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING  
INSTRUMENT AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE  
EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND  
AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID,  
THIS 4 DAY OF MARCH, 1999.

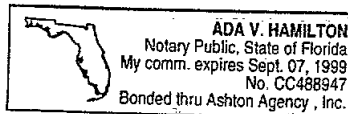
*PERSONALLY KNOW*

*520-42-0578*

Ada V. Hamilton

NOTARY PUBLIC

MY COMMISSION EXPIRES;

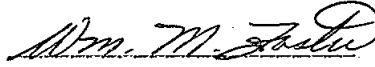


ARTICLE VIII ADDRESS OF CORPORATION  
ARTQUEST STUDIOS INTERNATIONAL INC.  
571 LEeway TRAIL  
ORMOND BEACH, FL 32174

DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT

ARTQUEST STUDIOS INTERNATIONAL INC.

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE  
WM. M. FOSTER, AN INDIVIDUAL, RESIDENT OF THE STATE OF  
FLORIDA, WHOSE STREET ADDRESS IS: 555 WESTMORELAND RD.,  
DAYTONA BEACH, FL 32114-2423 AS ITS REGISTERED AGENT  
WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION  
ACT, AND FURTHER DESIGNATES WM. M. FOSTER, 555 WESTMORELAND  
RD., DAYTONA BEACH, FL 32114-2423 AS ITS REGISTERED OFFICE.



WM. M. FOSTER

ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED  
AGENT OF: ARTQUEST STUDIOS INTERNATIONAL INC.  
AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND AGREES TO  
ACT AS SUCH.



WM. M. FOSTER

**FILED**  
99 MAR -5 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA