

Mensh, Keaton, Schuh, MacIntosh, Bursa & Kaplan

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April 22, 1999

Via Airborne Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-04/23/99--01096--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: PUSS AND BOOTS PRODUCTIONS, INC.  
New Incorporation

Dear Ladies and Gentlemen:

I am enclosing an original and a duplicate of the Articles of Incorporation for the referenced new Florida Corporation, together with a check payable to the Department of State for the following:

\$ 35.00	Filing Fee
\$ 35.00	Resident Agent fee
<u>\$ 8.75</u>	Certification of Status fee
\$ 78.75	

Please date stamp and return the duplicate articles and provide me a certificate of Status of the corporation immediately after the filing of these articles.

Sincerely,  
CARL A. SCHUH, P.A.,



Carl A. Schuh  
For the Firm

CAS/id  
Encls

FILED  
99 APR 23 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

† Board Certified, Tax Law; LL.M. Taxation

\* Board Certified, Marital and Family Law

ARTICLES OF INCORPORATION  
OF  
PUSS AND BOOTS PRODUCTIONS, INC.

**FILED**  
99 APR 23 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**NAME**

The name of this corporation shall be PUSS AND BOOTS PRODUCTIONS, INC.

**DURATION**

The duration of this corporation shall be perpetual.

**PURPOSE**

The purpose of this corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**CAPITAL STOCK**

The corporation is authorized to issue Ten Thousand shares of capital stock, all of one class, at One Dollar par value per share.

**PRINCIPAL OFFICE/REGISTERED AGENT - ACCEPTANCE**

The name and address of the initial registered agent and office and the address of the principal office of the corporation are as follows:

REGISTERED AGENT: CARL A. SCHUH  
NAME AND ADDRESS: 111 - 2nd AV NE # 610, St. Petersburg, FL 33701

PRINCIPAL  
CORPORATE OFFICE: 8171 Causeway Blvd. S, St. Petersburg, FL 33707

By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

**INCORPORATORS**

The name and address of the Incorporator(s) signing these Articles of Incorporation are:  
CARL A. SCHUH  
111 - 2nd AV NE #610, St. Petersburg, FL 33701

**AMENDMENT OF ARTICLES**

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

### INITIAL BOARD OF DIRECTORS

This corporation shall have SIX (6) Directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The initial Directors of this corporation shall be: BRUCE BLAINE, ANNE HILF, GHENE MAUPIN, JAMES DEMETRIOS, JANE GEDDINGS and STELLA GAUKHSHTEYN

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase the shares of stock in this corporation that may from time to time be issued (whether or not now authorized), including shares from the treasury of the corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of any treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of the shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty days of receipt of notice from the corporation. The shareholders may, by agreement, create additional rights to purchase shares from one another.

*In Witness Whereof*, the undersigned Incorporator(s) has executed these Articles of Incorporation this 22 day of April, 1999.



CARL A. SCHUH

### ACCEPTANCE BY REGISTERED AGENT:

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept all of the duties imposed upon me by law.



CARL A. SCHUH  
REGISTERED AGENT

FILED  
99 APR 23 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA