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ATTORNEYS AT LAW

ESTABLISHED 1902

ERSKINE W. LANDIS (1900-1967)  
JOHN L. GRAHAM (1905-1978)  
THORWALD J. HUSFELD (1926-1995)  
J. COMPTON FRENCH (retired)  
WILLIAM E. SHERMAN \*  
RICHARD S. GRAHAM  
WILLIAM A. OTTINGER  
JOE G. DYKES, JR.  
FRANK A. FORD, JR.  
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FRANK A. FORD, SR.  
OF COUNSEL

PLEASE REPLY TO: DAYTONA OFFICE

June 11, 1999

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\*\*\*\*\*122.50 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Sky Marquee, Inc.

Dear Division of Corporations:

Enclosed herein is an original and a copy of the executed Articles of Incorporation for the above-named corporation, which include the Designation of Registered Agent. Please return a filed-stamped copy and the certified copy of these Articles to our Daytona Beach office in the enclosed stamped, self-addressed envelope.

Also enclosed is a check in the amount of \$122.50, payable to the Department of State, in payment of the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Document	<u>\$52.50</u>
Total	\$122.50

Thank you for your assistance with this matter.

Yours truly,

*Janet M. Strickland*  
Janet M. Strickland

99 JUN 14 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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CELEBRATING OUR 97TH ANNIVERSARY  
1902 - 1999

B. BROCK JUN 15 1999

**ARTICLES OF INCORPORATION  
OF  
SKY MARQUEE, INC.**

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act, as amended and adopts the following Articles of Incorporation:

**Article I.  
Corporate Name**

The name of this corporation is Sky Marquee, Inc.

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ATTORNEY OF STATE  
TALLAHASSEE FLORIDA

**Article II.  
Duration**

The corporation shall be effective upon filing with the Florida Dept. of State and shall exist perpetually.

**Article III.  
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.  
Capital Stock**

The corporation is authorized to issue Five Thousand (5,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 (one dollar). All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article V.  
Preemptive Rights**

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

**Article VI.  
Designation of Registered Agent and Office**

The name of the initial registered agent of the corporation is William A. Popp. The street address of the initial registered office of the corporation is 2334 Ben Franklin Drive, DeLand, FL 32720.

**Article VII.  
Principal Office**

The principal place of business and mailing address of the corporation is 2334 Ben Franklin Drive, DeLand, FL 32720.

**Article VIII.  
Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial Board of Directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are as follows:

William A. Popp  
2334 Ben Franklin Drive  
DeLand, FL 32720

Lawrence A. Popp  
2824 Meadowside Drive  
McKinney, TX 75070

Nadine Foley  
PO Box 88  
Umatilla, FL 32784

**Article IX.  
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

William A. Popp  
2334 Ben Franklin Drive  
DeLand, FL 32720

**Article X.  
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.  
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

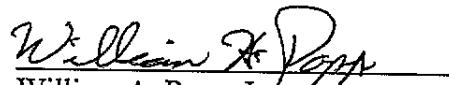
The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.**  
**Amendments**

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of June, 1999.

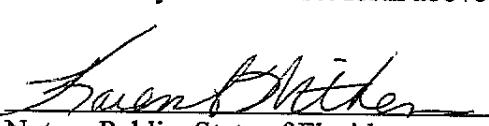
  
William A. Popp, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William A. Popp, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 8<sup>th</sup> day of June, 1999.



  
Karen A. Witham  
Notary Public, State of Florida  
Commission No. CC 654943  
My Commission Expires: 10/11/01

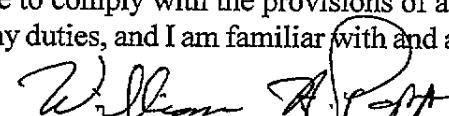
Personally Known \_\_\_\_\_ or  
Produced Identification ✓  
Type of Identification FL DL P100-921-40-083

99 JUN 14 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**Acceptance by Registered Agent**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, 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.

  
William A. Popp  
Date June 6 1999