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DANIEL E. SCOTT, P.A.

ATTORNEY AT LAW

SUITE 408, CENTER POINTE

2038 MAIN STREET

SARASOTA, FLORIDA 34237

TRIAL PRACTICE
REAL PROPERTY LAW
FAMILY LAW

June 18, 1999

TELEPHONE
(941) 366-6301
FACSIMILE
(941) 366-6303

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-06/21/99-01072-013
*****78.75 *****78.75

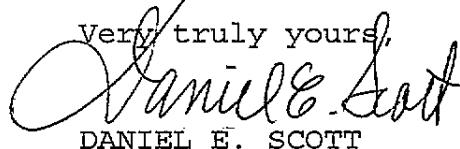
Re: Studio 301, Inc.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for Studio 301, Inc., to be filed in the records of the Secretary of State. I am also enclosing my check payable to the Secretary of State in the sum of \$78.75, for filing fees, registered agent designation and one certified copy of the Articles of Incorporation.

After the Articles of Incorporation have been filed with the Secretary of State, please return the certified copy to my office.

Very truly yours,


Daniel E. Scott

DANIEL E. SCOTT

DES/df
Encl.

43300

1999 JUN 21 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED JUN 24 1999

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1999 JUN 21 AM 8:22

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

STUDIO 301, INC.

The undersigned incorporators of these Articles of Incorporation are natural persons competent to contract and hereby form a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation shall be STUDIO 301, INC.

ARTICLE TWO

PURPOSES

The general purpose of this corporation shall be to conduct a business and to do all things necessary and incidental thereto.

The transaction of any or all lawful business for which corporations may be incorporated under the provisions of Florida law.

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

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

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital 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 of ownership, including the rights to vote such stock.

ARTICLE THREE

TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of share of stock which this corporation shall have, the authority to issue is 1,000 of common stock at the par value of \$1.00 per share.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash, labor or otherwise of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of the corporation shall be made subject to restriction on their transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by stockholders of record at reasonable time during business hours.

ARTICLE SEVEN

REGISTERED OFFICE

The street address of the corporation's principal office and initial registered office of the corporation in the State of Florida is Suite 408, Center Pointe, 2033 Main Street, Sarasota, Florida 34237. The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation may maintain offices and transact business in such other places within or without the State of Florida as may be designated by the Board of Directors.

ARTICLE EIGHT

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors is 2. The number of directors of succeeding Board of Directors may be increased or diminished from time to time, as provided in the By-Laws adopted by the stockholders.

ARTICLE NINE

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors, each of whom shall hold office for the first year of the corporation's existence, and until their successors are duly elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BARRY FOX	3100 Monica Parkway Sarasota, Florida 34234
JEFFREY D. MANLEY	3153 Jennings Drive Sarasota, Florida 34239

ARTICLE TEN

OFFICERS

The Board of Directors shall elect a President, Secretary, and Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall deem appropriate from time to time. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Secretary, or Assistant Secretary shall not be held by the same person.

ARTICLE ELEVEN

INITIAL OFFICERS

The names of the officers who are to manage the affairs of the corporation until the first annual meeting of the Board of Directors to be held in the year 2000 and until their successors are duly elected and qualified, are as follows:

<u>NAME</u>	<u>OFFICE</u>
BARRY FOX	President
JEFFREY D. MANLEY	Secretary
ROBERTA FOX	Treasurer

ARTICLE TWELVE

INCORPORATORS

The names and address of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BARRY FOX	3100 Monica Parkway Sarasota, Florida 34234

JEFFREY D. MANLEY

3153 Jennings Drive
Sarasota, Florida 34239

ARTICLE THIRTEEN

BY-LAWS

The original By-Laws shall be adopted by the first Board of Directors and thereafter may be altered, amended and rescinded in the manner provided by such By-Laws.

ARTICLE FOURTEEN

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the corporation against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE FIFTEEN

AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by resolution adopted by the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the stockholders. The proposed

amendment shall be adopted upon receiving the affirmative vote of a majority of the shares entitled to vote thereon. If all of the directors and all of the shareholders sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then it shall be adopted without the foregoing resolution and voting.

ARTICLE SIXTEEN

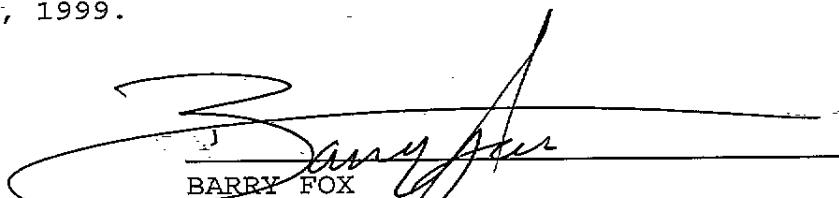
INITIAL REGISTERED AGENT

The initial registered agent at the initial registered office of the corporation is DANIEL E. SCOTT. By affixing his signature hereto, DANIEL E. SCOTT does hereby accept said designation and appointment.

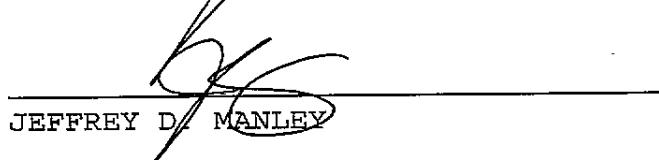


DANIEL E. SCOTT

IN WITNESS WHEREOF, the incorporators have hereto set their hands and seals to these Articles of Incorporation at Sarasota, Florida on June 1, 1999.



BARRY FOX



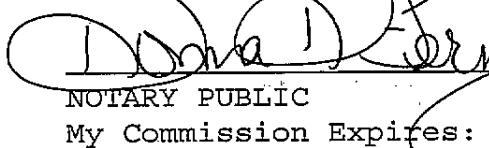
JEFFREY D. MANLEY

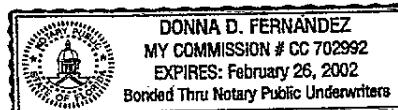
STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared BARRY FOX and JEFFREY

D. MANLEY, who are personally known to me and who did not take an oath and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, on June 4, 1999.


NOTARY PUBLIC
My Commission Expires:



1999 JUN 21 AM 8 22
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

FILED