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FRANK P. NISI, JR. & ASSOCIATES, P.A.  
ATTORNEYS AT LAW

918 ORANGE AVENUE, SUITE B • WINTER PARK, FLORIDA 32789 • TEL. (407) 622-2550 • FAX (407) 622-2556

August 4, 1999

VIA: Federal Express

Pam Hall  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee FL 32314

FILED  
99 AUG -5 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Ezarro Studios International, Inc.

000002953490--E  
-08/09/99--01013--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Pam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporation. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copy and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions. Thanks again.

Sincerely,  
Frank P. Nisi, Jr. & Associates, P.A.

Ginny Long  
Legal Assistant

Enclosures

see 8/5  
7/11  
8/8/99 ✓

**ARTICLES OF INCORPORATION  
OF  
EZARRO STUDIOS INTERNATIONAL, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be **Ezarro Studios International, Inc.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 One Dollar (\$1.00) par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Peter Cannizaro, 101 Golden Days Drive, Casselberry, Florida 32707

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

918 Orange Avenue, Suite B, Winter Park, Florida 32789.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Frank P. Nisi, Jr.


#### **ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:


Frank P. Nisi, Jr., 918 Orange Avenue, Suite B, Winter Park, Florida 32789

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

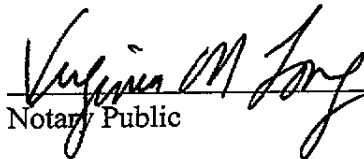
  
\_\_\_\_\_  
Frank P. Nisi, Jr. - Incorporator

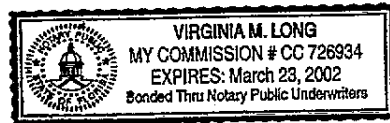
I hereby accept my designation as registered agent and agree to serve as the registered agent of **Ezarro Studios International, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **Ezarro Studios International, Inc.**

  
\_\_\_\_\_  
Frank P. Nisi, Jr. - Registered Agent

State Of Florida     )  
County Of Orange    )

On August 4, 1999, Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is () personally known to me, or () produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **Ezarro Studios International, Inc.**

  
\_\_\_\_\_  
Notary Public



(SEAL)

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