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August 11, 1999

OF COUNSEL:  
CHARLES F. DUDLEY

GOVERNMENTAL CONSULTANTS:  
PATRICK R. MALOY  
AMY J. YOUNG

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

RE: Articles of Incorporations for Studio BD, Inc.

Dear Secretary of State:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee regarding the following corporation:

Studio BD, Inc.  
903 Tomahawk Court  
Tallahassee, Florida 32304  
(850) 504-9949

000002957610--5  
-08/12/99--01001--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Thank you for your assistance and please feel free to contact us should you have any questions or concerns.

Sincerely,

*Zana Raybon*  
Zana Raybon  
Legal Secretary

/zr  
enclosure

RECEIVED  
99 AUG 11 PM 4:37  
FILED  
99 AUG 11 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mail out

g/c  
8/14

**ARTICLES OF INCORPORATION  
OF  
STUDIO BD, INC.**

**ARTICLE I  
NAME**

The name of the corporation is STUDIO BD, INC.

**ARTICLE II  
DURATION**

The corporate existence shall commence on the date of filing, and the duration of the corporation shall be perpetual.

**ARTICLE III  
ADDRESS**

The principal office of the corporation in the State of Florida shall be located at:

903 Tomahawk Court  
Tallahassee, Florida 32304

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The address of its initial registered office and agent shall be:

Daniel Hudson  
903 Tomahawk Court  
Tallahassee, Florida 32304

**FILED**  
99 AUG 11 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

**ARTICLE VI**  
**CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, each share having \$1.00 par value. The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

**ARTICLE VII**  
**INCORPORATION**

The name and mailing address of the incorporator is as follows:

Brian Rifkin  
903 Tomahawk Court  
Tallahassee, Florida 32304

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The name and address of the initial board of directors is:

Brian Rifkin  
903 Tomahawk Court  
Tallahassee, Florida 32304

Daniel Hudson  
903 Tomahawk Court  
Tallahassee, Florida 32304

**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT AND BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation and the bylaws of the corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

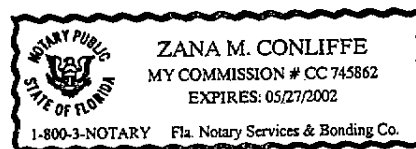
Brian Rifkin  
Brian Rifkin

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11 day of August, 1999, by BRIAN RIFKIN, who is personally known to me or who produced PERSONALLY KNOWN (type of identification) and who did (did not) take an oath.

Zana Conliffe  
Notary Public  
ZANA CONLIFFE  
Printed, Typed or Stamped



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAME OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

STUDIO BD, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 903 Tomahawk Court, Tallahassee, Florida 32304 and its registered office at 903 Tomahawk Court, Tallahassee, Florida 32304, and has named as its agent Daniel Hudson, 903 Tomahawk Court, Tallahassee, Florida 32304 to accept service of process within Florida.

Signature: \_\_\_\_\_

*Brian Ruff*

Title: \_\_\_\_\_

Director/Incorporator

Date: \_\_\_\_\_

8/11/99

**FILED**  
99 AUG 11 AM 7:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: \_\_\_\_\_

*Don St. John*

Title: \_\_\_\_\_

Resident Agent

Date: \_\_\_\_\_

8/11/99