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ATTORNEY AT LAW

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November 1, 1999

Department of State  
Division of Corporations  
Initial Filing - Not For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Sir/Madame:

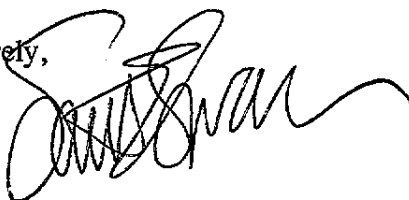
I am enclosing proposed Articles of Incorporation for filing. Please find our check in the amount of \$78.75 to cover the following items:

Filing Fee .....	\$35.00
Certificate .....	\$8.75
Registered Agent Filing Fee .....	<u>\$35.00</u>

Total ..... \$78.75

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,



Scott E. Siverson

Enclosures

FILED  
99 DEC 20 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Called 2  
never returned

REGISTERED DEC 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 18, 1999

SCOTT E. SIVERSON, ESQ.  
7485 CONROY-WINDERMERE ROAD  
SUITE D  
ORLANDO, FL 32835

SUBJECT: ARTISAN GUILD OF ORLANDO STUDIOS, INC.  
Ref. Number: W99000026392

We have received your document for ARTISAN GUILD OF ORLANDO STUDIOS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell  
Document Specialist

Letter Number: 199A00055387

**ARTICLES OF INCORPORATION  
OF  
ARTISAN GUILD OF ORLANDO STUDIOS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE I- Name of Business**

The name of this corporation is ARTISAN GUILD OF ORLANDO STUDIOS, INC. (hereinafter "the Corporation").

**ARTICLE II - Address of Business**

The principal place of business and mailing address are: **2519 Palmetto Avenue, Sanford, Florida 32773**. The Corporation may establish other offices at other places within or without the State of Florida as the board of directors may from time to time determine.

**ARTICLE III - Nature of Business**

This corporation is organized for the purpose of transacting any lawful business, including but not limited to:

- (a) to acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest herein.
- (b) to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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- (d) to purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (e) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by another 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 right to vote such stock.
- (f) to enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same;
- (g) to carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations;
- (h) to engage in any and all lawful businesses, trades, occupations and professions;
- (i) to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses or this Article or any other Articles, except that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### **ARTICLE IV - Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1, 000) shares of common stock, each having the par value of \$0.01. 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.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### **ARTICLE V- Term of Existence**

This corporation shall have perpetual existence.

#### **ARTICLE VI - Address**

The initial 'street' address of the principle office of this corporation is to be at **2519 Palmetto Avenue, Sanford, Florida 32773**. The Board of Directors may from time to time designate such other address and place for the principle office of this corporation as it may see fit.

#### **ARTICLE VII - Directors**

The business and affairs of this corporation shall be managed by a Board of Directors which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The corporation shall have three (3) director initially.

#### **ARTICLE VIII - Initial Directors**

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<b>Richard DeMarco</b>	<b>Director</b>
<b>2519 Palmetto Avenue</b>	
<b>Sanford, FL 32773</b>	

<b>Lee Jordan</b>	<b>Director</b>
<b>2519 Palmetto Avenue</b>	
<b>Sanford, FL 32773</b>	

<b>Virgil Becky</b>	<b>Director</b>
<b>2519 Palmetto Avenue</b>	
<b>Sanford, FL 32773</b>	

#### **ARTICLE IX - Incorporator**

The name and street address of the incorporator of these Articles of Incorporation shall be as follows: **Richard DeMarco, 2519 Palmetto Avenue, Sanford, Florida 32773**.

#### **ARTICLE X - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is **2519 Palmetto Avenue, Sanford, Florida 32773**. and the name of the initial registered agent of this corporation is **Richard DeMarco**.

#### **ARTICLE XI - Effective Date**

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are filed.

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#### **ARTICLE XII - Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE XIII - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE XIV - Indemnification**

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

#### **ARTICLE XV - Preemptive Rights**

The Corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

#### **ARTICLE XVI - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XVII - Shareholders' Agreements**

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the Corporation, or to otherwise place the provisions permitting the restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the Shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

#### **ARTICLE XVIII - Election for S-Corporation Status**

The Board of Directors may elect to register the Corporation as a S-Corporation under the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation for ARTISAN GUILD OF ORLANDO STUDIOS, INC. under the laws of the State of Florida, this 16<sup>th</sup> day of December, 1999.

  
RICHARD DeMARCO  
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FLORIDA STATUTES SECTION 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the corporation is **ARTISAN GUILD OF ORLANDO STUDIOS, INC.**
2. The name and address of the registered agent and office is **RICHARD DeMARCO, 2519 Palmetto Avenue, Sanford, FL 32773.**

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



RICHARD DeMARCO

Registered Agent

ARTISAN GUILD OF ORLANDO STUDIOS, INC.



**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Dated \_\_\_\_\_



**RICHARD DeMARCO**

*as* Registered Agent

ARTISAN GUILD OF ORLANDO STUDIOS, INC.

2519 Palmetto Avenue

Sanford, FL 32773

**FILED**

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TALLAHASSEE, FLORIDA