

*991221/1835*

Law Offices of  
**MAHAFFEY, LEITCH & BURGUNDER**

3113 Lawton Road, Suite 225  
Orlando, FL 32803  
(407) 894-2081

December 20, 1999

John D. Mahaffey, Jr.  
Dougald B. Leitch  
Karl A. Burgunder

FAX: (407) 894-3852

FILED

99 DEC 23 PM 2:13

SECRETARY OF STATE  
TALLAHASSEE, FL 32314  
800 Westwood Square, Suite A  
Oviedo, FL 32765  
(407) 366-8708  
(407) 366-3555

REPLY TO: ORLANDO

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

100003079261--7  
-12/23/99--01048--013  
\*\*\*245.00 \*\*\*78.75

Re: Art Attack Productions, Inc.

Dear Sir or Madame:

Please file the enclosed Articles of Incorporation and Acceptance of Designation as Registered Agent in this matter. Our check in the amount of \$122.50 is enclosed to cover your fee.

Yours very truly,



Dougald B. Leitch

DBL/cp

Enclosure

D. BROWN DEC 30 1999

**ARTICLES OF INCORPORATION  
OF  
ART ATTACK PRODUCTIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE ONE: NAME**

The name of this corporation is ART ATTACK PRODUCTIONS, INC.

**ARTICLE TWO: NATURE OF BUSINESS**

This corporation is being formed to exercise all those powers granted by Law, including but not limited to the following:

To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes; To purchase, take, receive, subscribe for, or

otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other domestic or foreign corporations associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by Section 607.011, Florida Statutes within or without this State; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of directors shall find will be in aid of governmental policy; To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of

its directors, officers, and employees, and any or all of the directors, officers, and employees of its subsidiaries; To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE THREE: CAPITAL STOCK**

The maximum number of shares of common stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at a \$1.00 par value, fully paid and non-assessable.

#### **ARTICLE FOUR: INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$900.00.

#### **ARTICLE FIVE: TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE SIX: ADDRESS**

The initial principal office of this corporation is in the State of Florida at 49 North Orange Avenue, Suite 1, Orlando, FL

32801. The Board of Directors may from time-to-time move the principal office to any other address in the State of Florida.

**ARTICLE SEVEN: REGISTERED AGENT**

The initial registered agent is DOUGALD B. LEITCH, ATTORNEY AT LAW, 3113 Lawton Road, Suite 225, Orlando, FL 32803.

**ARTICLE EIGHT: DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than five (5).

**ARTICLE NINE: INITIAL DIRECTORS**

The name and address of each of the first Board of Directors are:

Daniel P. Gilormo  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

John Lance Clyde Norris  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

Michael S. Kelly  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

**ARTICLE TEN: SUBSCRIBERS**

The name and address of each of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees

to take, and the value of the consideration therefore are:

Daniel P. Gilormo 300 Shares at \$1.00 Par Value  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

John Lance Clyde Norris 300 Shares at \$1.00 Par Value  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

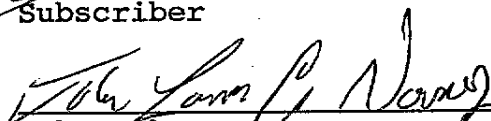
Michael S. Kelly 300 Shares at \$1.00 Par Value  
49 North Orange Avenue, Suite 1  
Orlando, FL 32801

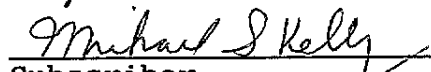
**ARTICLE ELEVEN: AMENDMENT**

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 Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 17th day of December, 1999.

  
Subscriber

  
Subscriber

  
Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County above-written to take acknowledgements, personally appeared DANIEL P. GILORMO, JOHN LANCE CLYDE

NORRIS, and MICHAEL S. KELLY, personally known to me or who provided \_\_\_\_\_ as identification, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my Hand and Official Seal in the State and County above-written this 17th day of December, 1999.

  
NOTARY PUBLIC - Signature

\_\_\_\_\_  
NOTARY PUBLIC - Printed Title

\_\_\_\_\_  
NOTARY PUBLIC - Printed Name

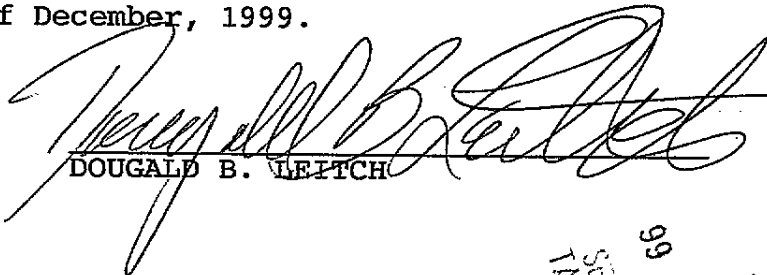


ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF

ART ATTACK PRODUCTIONS, INC.

I, DOUGALD B. LEITCH, ATTORNEY AT LAW, 3113 Lawton Road, Suite 225, Orlando, FL 32803, hereby accept the designation as Registered Agent for ART ATTACK PRODUCTIONS, INC.

DATED this 17th day of December, 1999.

  
DOUGALD B. LEITCH

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA