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PROFESSIONAL ASSOCIATION

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STANLEY W. ROSENKRANZ

KELLY JO SCHMEDT L. DAVID SHEAR \$63023

ENTERPRISE PLAZA
101 EAST KENNEDY BOULEVARD
SUITE 1000
POST OFFICE BOX 2378
TAMPA, FLORIDA 33601
(813) 228-8530
FAX (813) 221-9122

JOHN G. PARÉ OF COUNSEL

June 24, 1991

Plorida Department of Stati Division of Corporations 409 East Gaines St. Tallahassee, FL 32301

RE: INKMOOD INCORPORATED

Dear Sir or Madam:

Enclosed please find the following:

- Executed original and executed copy of the Articles of Incorporation of Inkwood Incorporated;
 - 2. Acceptance of Registered Agent; and
- 3. Check in the amount of \$122.50 for the filing, certified copy and registered agent designation fees.

Please process the enclosed documents at your earliest opportunity and return the certified copy of the Articles of Incorporation to my attention.

Thank you for your assistance. Please do not hesitate to call me if you have any questions.

Yours truly,

Marilyn Drivan

Marilyn Drivas

MD: jw/43048

Encls.
cc: James R. Freeman, Esq.
Carla Jimenes

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Mar (1/21/4) \$ 1/3023

ARTICLES OF INCORPORATION OF INCORPORATED

91 JAN 25 AMII: 17

The undersigned, acting as incorporators of INKWOOD INCORPORATED, under the Florida Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE 1. HANG

The name of the Corporation is:

INKWOOD INCORPORATED

ARTICLY II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and Florida, including, but not limited to, the sale of books, tapes and related materials.

ARTICLE IV. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 50,000 shares of Common Stock having a par value of \$1.00 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE VI. PREMPTIVE RIGHTS

Each shareholder, upon the Corporation's sale for cash of any stock (whether or not presently authorized) of the same kind, class, or series as that which such shareholder already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase such shareholder's pro rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any shareholder of said kind, class, or series who does not exercise it and pay for the stock preempted within thirty (30) days of the shareholder's receipt of a notice in writing from the Corporation inviting said shareholder to exercise the right.

ARTICLE VII. REGISTERED AND PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the principal office of the Corporation is 4414 W. San Carlos, Tampa, Florida 33629-5544. The initial registered office of the Corporation is 201 E. Kennedy Blvd., Suite 1000, Tampa, FL 33602. The name of the Corporation's initial registered agent at the registered office is James R. Freeman.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Name Address

Carla Jimenez 4414 W. San Carlos Tampa, PL 33629-5544

Leslie Anne Reiner 903 S. Fremont Ave.
Tampa, FL 33606

ARTICLE IX. INCORPORATORS

The name and street address of the incorporators are:

Name Address

Carla Jimenez 4414 W. San Carlos Tampa, FL 33629-5544

Leslie Anne Reiner 903 S. Fremont Ave. Tampa, FL 33606

ARTICLE X. SUBCHAPTER S ELECTION: MANDATORY DISTRIBUTIONS

This Corporation intends to elect status as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "Code").

While its election to be an S Corporation is in effect, the Corporation shall make to each shareholder a distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the Corporation's net long-term and Section 1231 capital gains and non-separately computed income as provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the Corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable Unless prevented from income for the taxable year in question. making any distributions under applicable state law, or the Shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the Corporation's taxable year. The total pro rata distributions already made to the Shareholders during the applicable taxable year of the Corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirements of this Section.

ARTICLE XI. BYLANS

Bither the Board of Directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation; provided, however, that the unanimous consent of the shareholders entitled to vote is required to amend Article X of these Articles of Incorporation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be effected in such manner as may be provided by law.

IN WITHESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21th day of 1991. Incorporato **Leslie Anne Reiner** Incorporator STATE OF FLORIDA COUNTY OF HILLSBOROUGH The foregoing instrument was acknowledged before me this 2/ day of June, 1991 by Carla Jimenez. My Commission Expires: Rotary Policy Costs of Should and Large (Affix Notarial Seal) My Commission 1 - 1, 2, 1295. SULLED DUNES STATE OF FLORIDA COUNTY OF HILLSBOROUGH The foregoing instrument was acknowledged before me this 2/ day of Three, 1991 by Leslie Anne Reiner. My Commission Expires: Holsey Poblic Plate of Pleids at Lings My Commission of 1600 of t. 2, 1500.

SUZAN D. JONES

(Affix Notarial Seal)

ACCEPTANCE OF REGISTERED AGENT OF INCHOOD INCORPORATED

Having been named to accept service of process for INKWOOD INCORPORATED, at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provisions of §48.091 and §607.0505 Fla. Stat.

TAMES R. FREEMAN

SI CONTROLLINA

2ND NOTICE FILE NOW! COMPORATION WILL BE DISSOLVED ON OR AFTER OCTOBER 7, 1902. ुर्माम् भारतः 🔭 لعوام أأرا وطرفته ليلق AMP JAL HERSHI 1992 FILING FEE \$61.25 Make Payable To Secretary of State DOCUMENT #\$83023 *** INKNOOD INCORPORATED** 4414 W SAN CARLOS ST-TAMPA FL 33029-5544 216 SOUTH ARMENIA ME 23 Chian I State 133609 TAMPA 06/26/1991 In D. Buskess They do 59-3072632 6. Names and Street Automotives Earth Officer and Director Consultations in rection factor for the over over interect internation.) TAMPA, FL 4414 W SAN CARLOS JIMENEZ, CARLA TAMPA, FL 903 S FREMONT AVE. REINER, LESLIE ANNE REGISTERED AGENT INFORMATION T. Team Co. 2 Sept. me. of Jerum Rod Store & Apper FREEDINK, JAMES R. 201 E NEWWEDY BLVD. SUITE 1000 TAMPA, FL 33002 thereby a septimental internet in personal eigent centencia with entrance the religious of the control of Received as the con-Harry ground Agent All Light of Age 10. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes.

12. Should you wish to contribute to the Election Campaign Financing
Trust Fund, check the box and include an additional \$5.00 to the filing fee.

Director & President 1. 813 :253-2638

SIGNATURE

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER JULY 28, 1993. AMOUNT DUE ON OR REFORE 7/28/83: \$225 OF DISSOLVED, MINIMUM AMOUNT DUE TO RENISTATE: \$375)

CORPORATION ANNUAL REPORT 1993



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CECRETARY OF STATE TALLAHASSEE, FLORIDA

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AFPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE!

Sandra B. Mortham Secretary of State FILED

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| nerthy that I am an officer or director or the recision statement application, the reason for de- ed by the corporation have been paid and the | serajaon has been | dimension. The corpo | ocata neme sesafer | - | of sersion 607 0401 (| or 617 0401 F.S. thetal | - | |
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