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TALLAHASSEE, FL 32301

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*7600010203*

ACCOUNT NO. : 072100000032

REFERENCE : 827914 4390270

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : February 1, 1996

ORDER TIME : 9:13 AM

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ORDER NO. : 827914

CUSTOMER NO: 4390270

CUSTOMER: Randy James, Esq  
RANDY JAMES ATTORNEY AT LAW

Suite K  
4230 S. Macdill Avenue  
Tampa, FL 33611

RECEIVED  
96 FEB - 1 AM 10:08  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: CROSS ATLANTIC PRODUCTIONS  
NORTH AMERICA, INC.

FILED  
96 FEB - 1 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN FEB - 1 1996

ARTICLES OF INCORPORATION  
OF  
Cross Atlantic Productions North America, Inc.

FILED  
96 FEB -1 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME: The name of the Corporation is Cross Atlantic Productions North America, Inc.

ARTICLE 2. DURATION: The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE: The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 4. AUTHORIZED STOCK: The corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 5. INITIAL REGISTERED AGENT: The name of the initial registered agent of the corporation is Corporation Service Company. The street address of the initial registered office of the corporation for service of process shall be 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The corporation initially shall have three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The names and addresses of the initial directors are:

NAME	ADDRESSES
James "Jay" Wells Ottaway	125 East 83rd Street Suite 10 New York, NY 10028
Mark Eugene Rossman	43014 N.E. Stanton Portland, Oregon 97230
Christopher Davis Wright	422 South Kenilworth Lima, Ohio 45805

ARTICLE 7. INCORPORATOR: The name and address of each incorporator of the corporation is:

NAME	ADDRESSES
James "Jay" Wells Ottaway	125 East 83rd Street, Suite 10 New York, NY 10028
Mark Eugene Rossman	43014 N.E. Stanton Portland, Oregon 97230
Christopher Davis Wright	422 South Kenilworth Lima, Ohio 45805

ARTICLE 8. PRINCIPAL OFFICE ADDRESS: The initial principal office and mailing address of the corporation shall be 125 East 83rd Street, Suite 10, New York, NY 10028. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE 9. BY LAWS: The initial bylaws of the corporation shall be adopted by the board of directors at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE 10. POWERS: The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE 11. PRE-EMPTIVE RIGHTS: Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholders' prorata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment by it after the issuance thereof, and whether issued for cash or other consideration; and

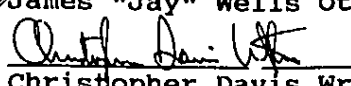
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation only shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after the receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE 12. AMENDMENT OF ARTICLES: The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE: The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 30th Day of January, 1996.

  
James "Jay" Wells Ottaway

  
Christopher Davis Wright

  
Mark Eugene Rossman

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501(3), Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Cross Atlantic Productions North America, Inc., a Florida Corporation, and hereby states that said party is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 1st day of February, 1996.

CORPORATION SERVICE COMPANY

BY: *Gail Shelby*  
Gail Shelby, as agent

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TALLAHASSEE, FLORIDA