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May 11, 1996

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****122.50 ****122.50

Secretary of State
Division of Corporations
Attention: Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

Re: Blue Hill Bay Films Inc. - Articles of Incorporation

Dear Madame Clerk:

Enclosed please find an original and one copy of the Articles of Incorporation (with the Certificate Designating a Registered Officer and Registered Agent) for the above captioned proposed corporation.

I have enclosed my firm check in the amount of \$122.50 for the filing fees for these documents. Please be so kind as to file the Articles of Incorporation.

Afterwards please forward the Certificate Of Incorporation and a certified copy of the Articles of Incorporation to my attention at the post office box address listed on the letterhead above.

If you should need anything further please do not hesitate to contact me.

Sincerely



Philip J. Fairman

PJF:nlf

Enclosure: As above
cc: Edward Feldman, M.D.
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RECEIVED
MAY 14 PM 4:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. BROWN MAY 21 1996

ARTICLES OF INCORPORATION
OF
BLUE HILL BAY FILMS INC.

FILED
MAY 14 PM 4:05
HILLSBOROUGH COUNTY
FLORIDA

ARTICLE I -- NAME

The name of this corporation is: BLUE HILL BAY FILMS INC.,
and the address is: 2222 South Tamiami Trail, Suite D, Sarasota,
Florida 34239.

ARTICLE II -- DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of any and all
lawful businesses for which corporations may be incorporated under
the Florida General Corporation Act.

ARTICLE -- POWERS

This corporation shall have all of the corporate powers
enumerated in the Florida General Corporation Act.

ARTICLE V -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common
stock having a par value of one (1) dollar per share.

ARTICLE VI -- PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-
rata share of any new stock of this corporation of the same kind,
class or series as that which he already holds at the price at
which it is offered to all other shareholders.

ARTICLE VII -- INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 2080 Ringling Blvd. Suite 202A, Sarasota, Florida 34237 and the name of the initial registered agent of this corporation at that address is: Philip J. Fairman, Esq.

ARTICLE VIII -- MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under that authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation, the act of stockholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX -- INCORPORATOR

The name and address of the person signing these articles is:

Edward L. Feldman, M.D.
2222 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE X -- BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI -- INDEMNIFICATION

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

ARTICLE XII -- AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Article of Incorporation, this 1st day of May, 1996.

Edward L. Feldman
Edward L. Feldman, M.D.

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, personally appeared Edward J. Feldman, M.D., who is personally known to me or who has provided _____ as identification and he acknowledged to me that he executed these Articles of Incorporation this 1st day of May, 1996.

Judy Eddins
Notary Public Signature

Judy Eddins
Notary Public Name Printed

CC 255184
Commission Number

My Commission Expires:



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

BLUE HILL BAY FILMS INC.

Pursuant to Section 48.091, Florida Statutes, the following is
submitted:

That BLUE HILL BAY FILMS INC. desiring to organize under the
laws of the state of Florida, with it's principal office as
indicated in the Articles of Incorporation, in the City of
Sarasota, County of Sarasota, State of Florida, has named Philip J.
Fairman, Esq., 2080 Ringling Blvd., Suite 202A, Sarasota, County of
Sarasota, Florida 34237, as it's agent to accept service of
process within the State of Florida.


BLUE HILL BAY FILMS INC.


by: Edward L. Feldman

FILED
AUG 14 PM 4:05
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
named corporation at the place designated in this Certificate, I
hereby accept such appointment and agree to act in this capacity,
and agree to comply with the provisions of law relating to keeping
said office open.


Philip J. Fairman, Esq.