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February 20, 1998

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation

400002438074--9
-02/23/98-01109-014
***122.50 ***122.50

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Film South, Inc. Please file the original Articles and return a file-stamped copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,



Daniel C. Perri
Attorney at Law

DCP/cfm
Enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2-25-98
425

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
FILM SOUTH, INC.**

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I
NAME**

The name of this corporation is FILM SOUTH, INC.

**ARTICLE II
DURATION**

This corporation shall exist perpetually.

**ARTICLE III
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32579, and the name of the initial registered agent at that address is Daniel C. Perri.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Ron Goodfellow	David Goodfellow	John Rodie
253 Country Club Dr.	3497 Lee Road 375	4082 Devonshire Dr.
Shalimar, FL 32579	Valley, AL 36854	Marietta, GA 30066

ARTICLE VII
INITIAL INCORPORATORS

The names and addresses of the initial incorporators of this corporation are as follows:

Ron Goodfellow	David Goodfellow	John Rodie
253 Country Club Dr.	3497 Lee Road 375	4082 Devonshire Dr.
Shalimar, FL 32579	Valley, AL 36854	Marietta, GA 30066

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 5 Clifford Drive, Shalimar, FL 32579. The mailing address for the Corporation is P.O. Box 874, Shalimar, FL 32579.

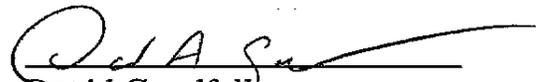
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 20th day of February, 1998, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.



Ron Goodfellow
Incorporator



David Goodfellow
Incorporator

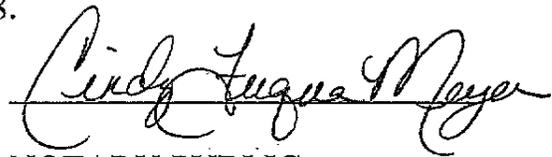


John Rodie
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

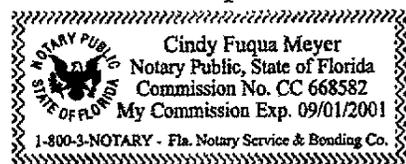
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Ron Goodfellow, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of February, 1998.



Cindy Fuqua Meyer

NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

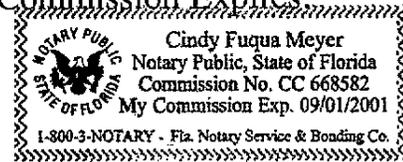
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared David Goodfellow, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of February, 1998.



NOTARY PUBLIC

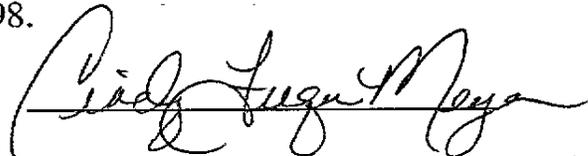
My Commission Expires:



STATE OF FLORIDA
COUNTY OF OKALOOSA

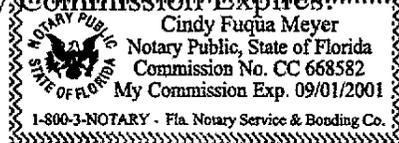
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared John Rodie, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 20th day of February, 1998.



NOTARY PUBLIC

My Commission Expires:

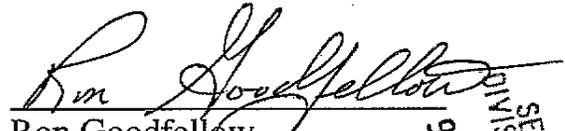


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

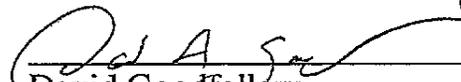
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is FILM SOUTH, INC.
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.
3. The name of the registered agent at the registered office is Daniel C. Perri.

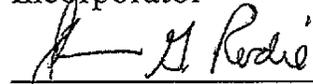
Dated: February 20th, 1998.



Ron Goodfellow
Incorporator



David Goodfellow
Incorporator



John Rodie
Incorporator

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 23 AM 11:04

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 20th, 1998.



DANIEL C. PERRI