

GARVIN
S M I T H
PRODUCTIONS, LP

WASHINGTON PALM BEACH MIAMI HOLLYWOOD LONDON NEW YORK PARIS

P98000025583

MEMBER

FLORIDA MOTION PICTURE

& TELEVISION ASSOCIATION

Consultant
Publishing Internet Film
Photography Graphic Design
Model Scout

March 12, 1998

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-03/17/98-01020--011
****122.50 ****122.50

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida

Re: Incorporation

Secretary of State,

This letter is to formally request that the enclosed articles of incorporation be filed and that a certified copy be returned to me in the self addressed, postage paid envelope provided. A Money Order in the amount of \$122.50 is enclosed.

Sincerely,



Garvin Smith
Incorporator

FILED
98 MAR 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Voice : 352 - 336 - 7673
Fax: 352 - 374 - 8006
E Mail: cinema@bellsouth.net
P.O. Box 2879
Gainesville, Florida 32602

QK 3-19-98

ARTICLES OF INCORPORATION

OF

Garvin Smith Productions, Inc.

FILED
98 MAR 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby associate themselves to form a corporation:

ARTICLE I.

NAME: The name of this corporation is Garvin Smith Productions, Inc.

ARTICLE II.

NATURE OF BUSINESS: This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III.

STOCK: This corporation is authorized to issue 100 shares of stock at \$1.00 value per share.

ARTICLE IV.

ADDRESS AND AGENT: The street address of the initial and principal office of this corporation is 2111 N.W. 58th Terrace, GAINESVILLE, FLORIDA 32605. The name of the initial registered agent of this corporation is Garvin Smith.

ARTICLE V.

DIRECTORS: This corporation shall have ONE director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of the corporation is:

Garvin Smith
2111 N.W. 58th Terrace
GAINESVILLE, FL 32605

ARTICLE VI.

AMENDMENTS: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment to them, and any right conferred on the shareholders is subject to this reservation.

ARTICLE VII.

SUBSCRIBERS: The name and street address of each person signing these Articles of Incorporation as a subscriber is

Garvin Smith
2111 N.W. 58th Terrace
GAINESVILLE, FL 32605

ARTICLE VIII.

SECTION 1244 STOCK: The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

DATED THIS 12TH DAY OF March, 1998.

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared Garvin Smith to me known to be the person described in or who produced an identification _____, and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she signed the same freely and voluntarily for the uses and purposes therein stated.

WITNESS my hand and official seal at GAINESVILLE, ALACHUA County, Florida, this 12TH day of March 1998.

Notary Public, State of Florida at Large



DON REID
MY COMMISSION # CC475455 EXPIRES
June 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

In compliance with section 48.091, Florida Statutes, the following is
submitted:

First, that Garvin Smith Productions, Inc., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of business
in the City of GAINESVILLE, County of ALACHUA, State of Florida, has named Garvin
Smith located at 2111 N.W. 58th Terrace, GAINESVILLE, FLORIDA 32605, as its agent
to accept service of process within the State of Florida.

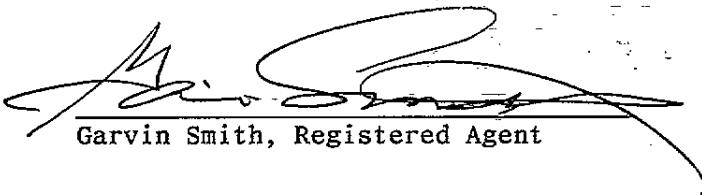
DATED this 12TH day of March, 1998.


Garvin Smith, Director

FILED
98 MAR 17 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my duties.

DATED this 18TH day of February, 1997.


Garvin Smith, Registered Agent