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PLEASE REPLY TO:
STUART
July 16, 1998

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VICTOR G. SWIFT
PHYLIS M. GILLESPIE*
GINGER JENKINS
VINCENT E. MILLER
LINDA E. CAPABIANCO†

Re: **L. A. X. Productions, Inc.,**

Dear Sir or Madam:

MEDICAL DIRECTOR
HAROLD E. BERSON, M.D.

Enclosed please find Articles of Incorporation of and Certificate Designating Resident Agent for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50 as filing fees. Please file the enclosed papers with the State and return a stamped copy to Mr. and Mrs. Vine at the address listed in the Articles. If, however, there is a problem with the name chosen as the corporate name, please contact us and we will make all changes necessary to correct the problem.

ADMINISTRATOR
JOANN ST. JOHN

Thank you for your cooperation.

COMPTROLLER
KIM T. BOLIN, C.P.A.

Very truly yours,

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****122.50 ****122.50

BUSINESS MANAGER
ROXANNE D. NELSON

Linda K. Norris, Legal Assistant to
MADISON B. McCLELLAN
lkn/

PARALEGALS
RUTH C. CLARKE
KATHLEEN M. FISHER
SYLVIA T. FULTZ, C.L.A.
CONNIE HEMMER
JUDY HOLBROOK
PAMELA LEWIS
PAULETTE M. MADSEN
CYNTHIA L. MAZZUTO, R.N.
BEVERLY MYERS
LINDA NORRIS
KAREN S. ROBERTSHAW, R.N.
LINDA R. RUECKERT, R.N.C.
MARY SHAMBAUGH
MICHAEL R. SULLIVAN, C.L.A.
JUNE P. VREELAND, C.L.A.

INVESTIGATORS
MICHAEL CONKLIN
JACKIE A. COOPER

* BOARD CERTIFIED CIVIL
TRIAL LAWYER
** ADM. D.C. BAR
***ADM. MD BAR
† ADM. MI BAR
†† ADM. NY BAR
†††ADM. NJ BAR
* ADM. TN BAR
** ADM. CT BAR
***ADM. MA BAR

APPROVED
AND
FILED
98 JUL 20 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUL 22 1998

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AND
FILED

98 JUL 20 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
L. A. X. PRODUCTIONS, INC.,

I, the undersigned, being of legal age and a natural person, do hereby subscribe to and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be L. A. X. Productions, Inc., and the initial address of this corporation shall be 6098 Bluegrass Circle, Lake Worth, Florida 33463.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.10	Common

The corporation for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 6098 Bluegrass Circle, Lake Worth, Florida 33463, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Linda Vine.

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L. A. X. Productions, Inc.,
July 7, 1998
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ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first director of the corporation, who shall hold office for the first year or until her successor is duly elected and qualified shall be:

Linda Vine
6098 Bluegrass Circle
Lake Worth, FL 33463

ARTICLE VIII

The name and address of the Incorporator is Alan Vine, 6098 Bluegrass Circle, Lake Worth, Florida 33463.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

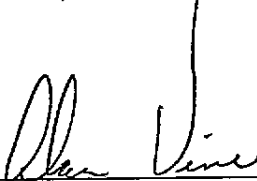
ARTICLE XI

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This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or an officer of this corporation from and against any and all claims and liabilities to which such person shall become subject to by reason of his or her having been, or hereafter being a member of the Board of Directors or an officer of this corporation, or by reason of any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer of this corporation, and shall advance funds on behalf of or reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

The indemnification provided by this corporation to its directors and officers who shall serve at any time hereafter shall be to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this the 15th day of July, 1998.




Alan Vine
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Alan Vine, who is personally known to me or has produced _____ for identification; who did/did not take an oath; deposes and says that the above matters contained in the Articles of Incorporation are true and correct to the best of his information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this the 15th day of July, 1998.



NOTARY PUBLIC (Signature)
LINDA K. NORRIS

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NOTARY PUBLIC (Print)

My commission expires:



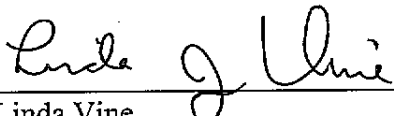
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, That L. A. X. Productions, Inc., desiring to organize under the laws of the State of Florida, has named Linda Vine, of 6098 Bluegrass Circle, City of Lake Worth, Florida 33463, in the County of Palm Beach, Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0505 F.S.



Linda Vine
Registered Agent

DATED: This 15th day of July, 1998.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA