

TRANSMITTAL LETTER

P98000080511

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/10/98--01038--005
*****78.75 *****78.75

SUBJECT:

Highway Productions, Inc.
(Proposed corporate name - must include suffix)

FILED
98 SEP 10 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

John Nelson
Name (Printed or typed)

~~John Nelson~~ P O Box 4243
Address

Boynton Beach FL 33424
City, State & Zip

561 434 2799
Daytime Telephone number

John - GAVE
AUTHORIZATION BY PHONE TO GARY
CORRECT R IA added to
DATE 9-17-98
DOC EXAM NAME

NOTE: Please provide the original and one copy of the articles.

400 E Gains Street
Tallahassee - 32305

w-21108

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Highway Productions, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
P.O. Box 4243
Boynton Beach, Florida 33424

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ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent at that address is: John Nelson, 3469 W. Boynton Beach Blvd., Boynton Beach, Fl 33436

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal for office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and address of the initial Directors are:

John Nelson
Jennifer Nelson
Harry Lehrer
P.O. Box 4243
Boynton Beach, Florida 33424

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ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

John Nelson
P.O. Box 4243
Boynton Beach, Florida 33424

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

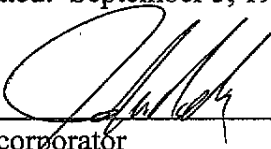
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of Signing.

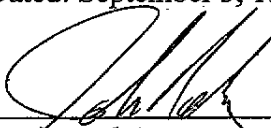
Dated: September 3, 1998



Incorporator

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

Dated: September 3, 1998



Registered Agent