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ATTORNEY & COUNSELOR AT LAW

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FILED

97 DEC -5 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Estate Planning
Title Insurance
Real Estate &
Business Transactions

December 2, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

300002364299-5
-12/05/97-01072-018
*****70.00 - *****70.00

SUBJECT: Naked Heart Productions, Inc.

Gentlemen:

Enclosed please find two duplicate originals of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 covering the filing and registered agent fees.

Would you please file the Articles and return to me a date stamped copy of the Articles.

Thank you in advance for your assistance.

Very truly yours,


Robert W. Browning, Jr.

P. Hall
DEC - 9 1997

**ARTICLES OF INCORPORATION
OF
NAKED HEART PRODUCTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of the corporation is NAKED HEART PRODUCTIONS, INC.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

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

ARTICLE FOUR. CAPITAL STOCK

This corporation is authorized to issue 200,000 shares of voting common stock with a par value of \$ 1.00 per share.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 1800 Second St., Suite 888, Sarasota, FL 34236.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1800 Second St., Suite 888, Sarasota, Fl. 34236, and the name of the initial registered agent of the corporation at that address is Robert W. Browning, Jr., Attorney.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE EIGHT. INCORPORATOR

The name and address of the Incorporator is:

Robert W. Browning, Jr., Attorney
1800 Second St., Suite 888
Sarasota, Fl. 34236

ARTICLE NINE. AMENDMENT

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

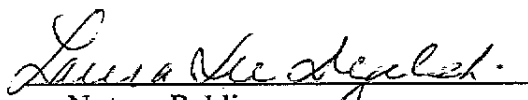
The undersigned Incorporator has executed these Articles of Incorporation this 2nd day of December, 1997.



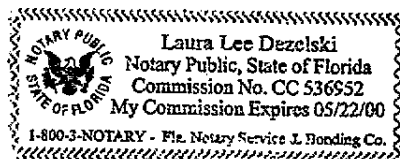
ROBERT W. BROWNING, JR.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of December, 1997, by Robert W. Browning, Jr., who is personally known to me and who did not take an oath.



Notary Public



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ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR 97 DEC -5 AM 9:53
NAKED HEART PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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: December 2, 1997



ROBERT W. BROWNING, JR.