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AUTHORIZATION :

Patricia Pujols

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ORDER DATE : March 29, 1999

ORDER TIME : 9:42 AM

ORDER NO. : 185880-005

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CUSTOMER NO: 7116793

CUSTOMER: Ms. Suzanne J. Walker
AGLIANO HODGES & WHITTEMORE,
AGLIANO HODGES & WHITTEMORE,
Park Tower, Suite 2630
400 North Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: REAL LIFE PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 29 PM 1:58

RECEIVED
99 MAR 29 AM 10:40
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ARTICLES OF INCORPORATION
OF
REAL LIFE PRODUCTIONS, INC.

FILED
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The undersigned, acting as incorporator under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes) hereby makes, subscribes, acknowledges, and files with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit on the following terms and conditions.

ARTICLE I

NAME

The name of the Corporation shall be REAL LIFE PRODUCTIONS, INC.

ARTICLE II

COMMENCEMENT OF EXISTENCE

Corporate existence shall commence upon the filing of these Articles by the Secretary of the State of Florida. The corporation shall have perpetual duration.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized and shall be organized and operated exclusively for religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (hereinafter "the Code"); to create, contribute to, support and maintain charitable, religious, literary, educational and scientific institutions, organizations, and

funds of any kind; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall further the said purposes.

Section 2. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its religious, charitable, scientific, testing for public safety, literary, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), prevention of cruelty to children or animals, or educational purposes either directly or by contributors to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the regulations issued thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The address of the principal office of the Corporation is 6850 Living Water Place, Tampa, Florida 33610. The street address of the initial registered office of this Corporation is 400 North Tampa Street, Suite 2630, Tampa, Florida 33602 and the name of the initial Registered Agent of this Corporation at that address is John J. Agliano.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than three (3). The names and addresses of the initial Directors of this Corporation are:

Ronald H. Clark
6850 Living Water Place
Tampa, Florida 33610

Belinda B. Clark
6850 Living Water Place
Tampa, Florida 33610

Michael A. Davis
2248 Eagle Bluff Drive
Valrico, Florida 33594

Michael McCord
1907 Saddle Lake Place
Brandon, Florida 33511

Melvin A. Myer
1304 Harness Horse Lane
Apartment 102
Brandon, Florida 33511

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this Corporation is John J. Agliano, 400 North Tampa Street, Suite 2630, Tampa, Florida 33602.

ARTICLE VII

AMENDMENT

Unless otherwise set forth herein, this Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto.

ARTICLE VIII

DISSOLUTION

This Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations qualifying under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or they may hereafter be amended, as determined in the plan to dissolve adopted in the manner set forth above in this Article VIII.

IN WITNESS HEREOF, the above-named Incorporator has hereunto subscribed his name this 26th day of March, 1999.



JOHN J. AGLIANO, Incorporator

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

REAL LIFE PRODUCTIONS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED JOHN J. AGLIANO, LOCATED AT 400 NORTH TAMPA STREET, SUITE 2630, CITY OF TAMPA, STATE OF FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

JOHN J. AGLIANO

TITLE: Incorporator

DATE: March 26, 1999.

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. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: _____

DATE: March 26, 1999.

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