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FILED
99 OCT 14 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

800003014438--2
-10/14/99-01039-011
*****87.50 *****87.50

SUBJECT: Elah Productions, Inc.
(Proposed corporate name - must include suffix)

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jonathan D Franklin
Name (Printed or typed)

9100 S. Dadeland Blvd, suite 1707
Address

miami, Florida 33156
City, State & Zip

(305) 670-0828
Daytime Telephone number

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

ARTICLES OF INCORPORATION

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The undersigned incorporator, a natural person 18 years of age or older and a Florida Citizen, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The corporation's name shall be:

Elah Productions, Inc.

ARTICLE TWO - PRINCIPLE OFFICE

The corporation's principle place of business and mailing address shall be:

Datran One, Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE THREE - PURPOSES

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on:

- a. by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or United States Internal Revenue Law; or
- b. by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, the corresponding provisions of any future United States Internal Revenue Law, or any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of

the organization is then located, exclusively for such purposes.

At all times shall the following operate as conditions restricting the operations and activities of the corporation no substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE FOUR - MANNER OF ELECTION OF DIRECTORS

Directors shall be elected by a method delineated and described in the bylaws.

ARTICLE FIVE - INITIAL DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Jonathan D. Franklin
Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

Lori H. Franklin
Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

James D. Franklin
Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE SIX - PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation

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ARTICLE SEVEN - INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent's name and Florida street address are:

Jonathan D. Franklin
Datran One, Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

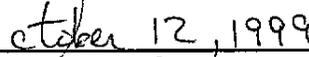
ARTICLE EIGHT - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Jonathan D. Franklin
Datran One, Penthouse One, Suite 1707
9100 South Dadeland Boulevard
Miami, Florida 33156

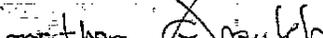


Incorporator's signature



Date

Having been named as Registered Agent and to accept service of process for Elah Productions, Inc. at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent



Registered Agent's signature



Date