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March 5, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32414

900003164549--8
-03/10/00--01005--013
*****78.75 *****78.75

To Whom It May Concern:

- Enclosed please find the following filings and fees:

Profit Corporation: Tilly Enterprises, Inc. \$78.75

Fictitious Names under Tilly Enterprises, Inc.: The Voice-Over Pros \$60.00
The Maxwell Mysteries \$60.00
Maxie Productions \$60.00

Not For Profit Corporation: Bodewell Enterprises, Inc. \$78.00

Please file and return all information to me at Post Office Box 616868, Orlando, FL 32861.

I have applied for a FEI # for the For Profit Corporation, Tilly Enterprises, Inc. by phone and should have that number within five days. I am awaiting the IRS package for the Not For Profit Corporation, Bodewell Enterprises, Inc.

If you should have any questions, please contact me at 407-299-2249 or 407-808-3553.
My E-mail address is maxie@cfl.rr.com.

Thank you.

Yours truly,

Maria A. Roncari

Maria A. Roncari
625 Scarborough Pass Road
Orlando, FL 32835

FILED
00 MAR 10 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FL 32307

3-16
W.C.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
00 MAR 10 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

TILLY ENTERPRISES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

625 SCARBOROUGH PASS ROAD, ORLANDO, FL 32835

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

MARIA A. RONCARI, 625 SCARBOROUGH PASS ROAD, ORLANDO, FL 32835

ARTICLE V INCORPORATOR

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

MARIA A. RONCARI, 625 SCARBOROUGH PASS ROAD, ORLANDO, FL 32835

Maria A. Roncari
Signature/Incorporator

March 5, 2000
Date

(An additional article must be added if an effective date is requested.)

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 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

Maria A. Roncari
Signature/Registered Agent

March 5, 2000
Date