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FLORIDA PROFIT CORPORATION OR P.A.

MZ Productions Inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
MZ PRODUCTIONS INC.**

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

**ARTICLE I
NAME**

The name of the corporation is **MZ PRODUCTIONS INC.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: MZ Productions Inc., c/o Richard Drath, 700 SE 3rd Avenue, #300, Ft. Lauderdale, FL 33316.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is one thousand (1,000) shares, (\$.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 700 SE 3rd Avenue, #300, Ft. Lauderdale, FL 33316. The name of the Corporation's initial registered agent at that office is: Richard Drath.

Prepared by:
Bruce I. March, Esq.
350 E. Las Olas Blvd., Suite 1600
Ft. Lauderdale, Florida 33301
(954) 463-2700
Florida Bar No. 992860

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**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Michele Zinkil, 700 SE 3rd Avenue, #300, Ft. Lauderdale, FL 33316.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 31, 2000.



Michele Zinkil, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MZ Productions Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on March 31,
2000.


Richard Drath, individually

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