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Fax Number : (850) 922-4001****From:****Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 541-3694
Fax Number : (305) 541-3770****FILED
00 APR 18 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA****FLORIDA PROFTT CORPORATION OR P.A.****V.M.S. PRODUCTIONS, INC.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2000

EMPIRE

SUBJECT: V.M.S. PRODUCTIONS, INC.
REF: W00000010192

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION.

OF

V.M.S. PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME AND ADDRESS

The name of this corporation is: V.M.S. PRODUCTIONS, INC. The address of the principal office of this corporation shall be: 703 Fleming Street, Key West, FL 33040 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share. The amount of capital with which this corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. BOARD OF DIRECTORS.

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

This document prepared by:
Tracy J. Adams, Esq.
617 Whitehead Street
Key West, FL 33040
(305) 296-0655
Fla. Bar No. 004390

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ARTICLE VI. INITIAL DIRECTOR.

The name of the initial director of this Corporation and her street address is:

Vera Schiff, 703 Fleming Street, Key West, FL 33040

The person named as initial director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Vera Schiff, 703 Fleming Street, Key West, FL 33040

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Tracy J. Adams, Esq., 617 Whitehead Street, Key West, FL 33040

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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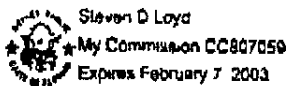
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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 21st day of April, 2000.

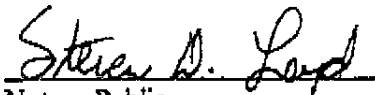

Incorporator: Vera Schiff

STATE OF FLORIDA)
)
COUNTY OF MONROE)

BEFORE ME, a Notary Public, personally appeared VERA SCHIFF, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 21st day of April, 2000.



(SEAL)


Notary Public
State of Florida
My commission expires: 2/7/2003

CERTIFICATE OF REGISTERED OR RESIDENT AGENT

STATE OF FLORIDA)
)
COUNTY OF MONROE)

BEFORE ME, this day personally appeared TRACY J. ADAMS, ESQ., who being first duly sworn, deposes and says that he hereby accepts said designation as resident agent on behalf of V.M.S., INC., and acknowledges that she is over the age of twenty-one (21) years and a resident of the State of Florida, and that she will accept service of process on behalf of said corporation and will

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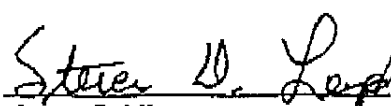
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accept the same at her address of 617 Whitehead Street, Key West, Florida, 33040.


Tracy J. Adams, Esq.

SWORN TO AND SUBSCRIBED before me this 21st day of April, 2000.

 Steven D. Loyd
My Commission CC907059
Expires February 7, 2003


Notary Public
State of Florida

My commission expires: 2/7/2003

(SEAL)

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TALLAHASSEE, FLORIDA

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