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ACCOUNT NO. : 072100000032
REFERENCE : 688957 7133468
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 1:24

ORDER DATE : May 8, 2000

ORDER TIME : 9:35 AM

ORDER NO. : 688957-005

CUSTOMER NO: 7133468

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-05/08/00--01061--001
*****70.00 *****70.00

CUSTOMER: Jeffrey Koltun, Esq
KANE AND KOLTUN
KANE AND KOLTUN
Suite 100
557 N. Wymore Road
Maitland, FL 32751

DOMESTIC FILING

NAME: NET PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
00 MAY -8 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

f 5/8/00

**ARTICLES OF INCORPORATION
OF**

NET PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -8 PM 1:24

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Net Productions, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100
Maitland, Florida 32751

The name of the initial registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

6220 South Orange Blossom Trail
Suite 135
Orlando, Florida 32809

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Ronald S. Ambar	6220 South Orange Blossom Trail Suite 135 Orlando, Florida 32809	President/ Secretary/ Treasurer/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Jeffrey M. Koltun	557 North Wymore Road Suite 100 Maitland, Florida 32751

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal the corporation's By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of May, 2000.



Jeffrey M. Koltun

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

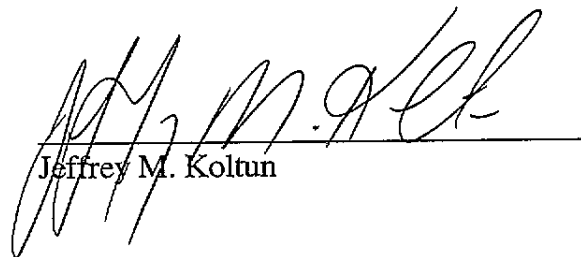
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Net Productions, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

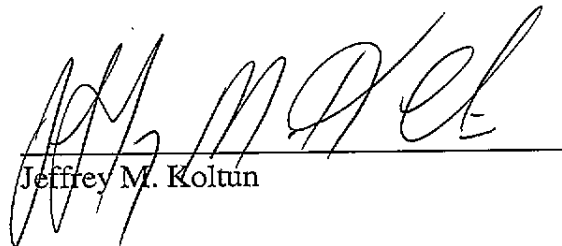
DATED May 5, 2000.


Jeffrey M. Koltun

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above 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.

DATED May 5, 2000.


Jeffrey M. Koltun