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ATTORNEYS AT LAW

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PLEASE REPLY TO:

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FT. WALTON BCH (850) 243-9099

July 5, 2000

Florida Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

RE: H & W Productions and Enterprises, Inc.

400003316214--6
-07/07/00--01062--001
*****78.75 *****78.75

Gentlemen:

Enclosed for filing and approval are the original and a copy of Articles of Incorporation of the above-referenced corporation.

Also enclosed is our check in the amount of \$78.75 for the filing fee and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,



Robert W. Kievit

RWK/ss

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL -7 PM 12:09
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ARTICLES OF INCORPORATION

OF

H & W PRODUCTIONS AND ENTERPRISES, INC.

FILED
00 JUL -7 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be H & W Productions and Enterprises, Inc.

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 3100 Leesburg Square, Pensacola, FL 32504.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually commencing on the date of filing of these Articles by the Department of State.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is the law firm of KIEVIT, KELLY & ODOM, P.A., 15 West Main Street, Pensacola, Florida, 32501.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles is 3100 Leesburg Square, Pensacola, FL 32504.

ARTICLE VII. DIRECTORS

The corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The initial directors of the corporation shall be as follows:

Bonnie R. Newell
3100 Leesburg Square
Pensacola, FL 32504

Michael J. Triolo
8990 North Davis, Apt. 87
Pensacola, FL 32514

ARTICLE VIII. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of June, 2000.

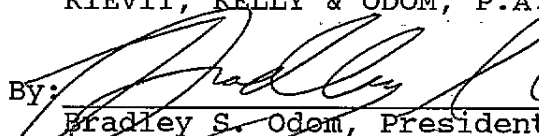


Bonnie R. Newell

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, the law firm of Kievit, Kelly & Odom, P.A., by its undersigned President, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 5th day of July, 2000.

KIEVIT, KELLY & ODOM, P.A.

By: 

Bradley S. Odom, President

00 841 -7 PM 12:09
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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