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Wasserman & Walters

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

David A. Wasserman

Lawrence G. Walters

Heather Morcroft

William J. Trappen

July 20, 2000

Of Counsel

Steven W. Workman†

Via Overnight Mail

Corporate Records Bureau
Dept of State
Div. of Corp.
George-Firestone Bldg.
409 East Gaines St.
Tallahassee, FL 32399

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RE: WinRich Productions, Inc.

Dear Correspondent:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our client's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

William Trappen

FILED
00 JUL 25 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WT/cw
Encls.

†Licensed only in CA and IL

228 Park Avenue North
Suite B
Winter Park, FL 32789
Tel (407) 539-1140
Fax (407) 539-1126

e-mail: info@FirstAmendment.com

10-18233

**ARTICLES OF INCORPORATION
OF
WINRICH PRODUCTIONS, INC.**

FILED
00 JUL 25 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be WinRich Productions, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles Of Incorporation Of WinRich Productions, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this

Articles Of Incorporation Of WinRich Productions, Inc.

corporation's bylaws, but shall never be less than one.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 228 Park Avenue North, Suite B, Winter Park, FL 32789.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William Trappen.

ARTICLE X. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 228 Park Avenue North, Suite B, Winter Park, FL 32789.

ARTICLE XI. INCORPORATOR

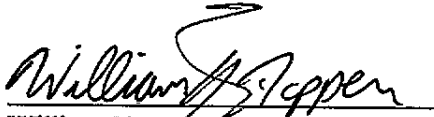
The name and address of the individual who shall serve as this corporation's incorporator are: William Trappen, 228 Park Avenue North, Suite B, Winter Park, FL 32789.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XIII. MAILING ADDRESS

The mailing address of the Corporation is 228 Park Avenue North, Suite B, Winter Park, Florida 32789.



William Trappen - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of WinRich Productions, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for WinRich Productions, Inc.


William Trappen - Registered Agent

State Of Florida
County Of Orange

On July 20, 2000 William Trappen, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of WinRich Productions, Inc.


Notary Public (SEAL)



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation Of WinRich Productions, Inc.