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OF
BRIAN D. SMITH
ATTORNEY AT LAW

BRIAN D. SMITH
MEMBER OF FLORIDA BAR
CERTIFIED PUBLIC ACCOUNTANT
STATE OF FLORIDA

SUITE 372, 420 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33139
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June 22, 2000

Secretary of State
Division of Corporations
Filing Department
409 East Gaines Street
Tallahassee, Florida 32399

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-08/02/00--01042-012
****122.50 *****78.75

RE: ARTICLES OF INCORPORATION; MISTER WATTS PRODUCTIONS, INC.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check payable to the Secretary of State for \$122.50.

At your earliest convenience, please return a copy of this document. I have enclosed a stamped self addressed envelope for this purpose.

Sincerely,



Brian D. Smith

BDS:sm
enclosures

FILED
00 AUG -2 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WJ

ARTICLES OF INCORPORATION
OF
MISTER WATTS PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be MISTER WATTS PRODUCTIONS, INC.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principal place of business of the Corporation shall be 934 Michigan Avenue, Miami Beach, Florida 33139.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation with the Secretary of State.

ARTICLE IV

PURPOSE AND POWERS

This Corporation is organized for any and all lawful purposes.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent will be 934 Michigan Avenue, Miami Beach, Florida 33139. The initial registered agent shall be Richard Watts.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one Director. The name and address of the initial director is:

Richard Watts
934 Michigan Avenue
Miami Beach, Florida 33139

ARTICLE VIII

INCORPORATOR

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

Richard Watts
934 Michigan Avenue
Miami Beach, Florida 33139

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, any rights conferred upon the shareholder(s) is subject to this reservation.

.....
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 27 day of July, 2000.


Richard Watts

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Compliance with Section 607.050, Florida Statutes, the following is submitted:

That Mister Watts Productions, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 934 Michigan Avenue, Miami Beach, Florida 33139 has named Richard Watts at 934 Michigan Avenue, Miami Beach, Florida 33139 as its agent to accept service of process within the State of Florida.

SIGNATURE *Richard Watts*
TITLE: DIRECTOR, PRESIDENT
DATE: *July 27, 2000*

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with the obligations of the position and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

SIGNATURE *Richard Watts*

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA