

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW

3109 45TH STREET, SUITE 100

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MARK M. GRIECO

D.J. "JACK" SCALERA, III

TELEPHONE (561) 687-0748

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PO0000079135

TRANSMITTAL LETTER

July 31, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/03/00--01069--007
*****78.75 *****78.75

Subject: ~~Van-Gogh Enterprises, Inc.~~

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

Sincerely,

Mark M. Grieco

Mark M. Grieco

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 AM 11:06

2544

W000-196001

8/22/00

GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW
3109 45TH STREET, SUITE 100
WEST PALM BEACH, FLORIDA 33407

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D.J. "JACK" SCALERA, III

MARK M. GRIECO

FILED STATE
DEPT OF CORPORATIONS
00 AUG 21 PM 11:06

August 17, 2000

Florida Department of State
Division of Corporations
Attn: Claretha Golden
P.O. Box 6327
Tallahassee, FL 32314

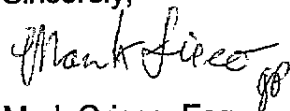
RE: Corporation Name

Dear Ms. Golden:

As you requested in your letter dated August 8, 2000, I have changed the name of the corporation from VAN GOGH ENTERPRISES, INC. to VAN GOGH PRODUCTIONS, INC. I have made the appropriate corrections to the original Articles of Incorporation.

I have enclosed the corrected original and a copy, along with a copy of your letter. Please file the new document. If you have any questions, please do not hesitate to call me.

Sincerely,



Mark Grieco, Esq.

enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 AM 11:06

August 8, 2000

MARK M. GRIECO, ESQUIRE
3109 45TH STREET
SUITE 100
WEST PALM BEACH, FL 33407

SUBJECT: VAN GOGH ENTERPRISES, INC.
Ref. Number: W00000019601

We have received your document for VAN GOGH ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 000A00042807

ARTICLES OF INCORPORATION
OF
VAN GOGH PRODUCTIONS INC.

FILED
SECRETARY OF STATE
CORPORATIONS
00 AUG 21 AM 11:06

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 Van Gogh Productions Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 8759 Sonoma Lakes, Boca Raton, FL 33434.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark M. Grieco, Esq. and the address is 3109 45th Street, Suite 100, West Palm Beach, FL 33407.

ARTICLE V INCORPORATOR

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

Vince Rossman 8759 Sonoma Lakes
Boca Raton, FL 33434

ARTICLE VI INDEMNIFICATION

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

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors 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. The names and addresses of the initial directors of this Corporation are as follows:

Vince Rossman 8759 Sonoma Lakes
Boca Raton, FL 33434


ARTICLE VIII BY-LAWS

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

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, 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.

The undersigned has executed these Articles of Incorporation this 11 day of July, 2000.

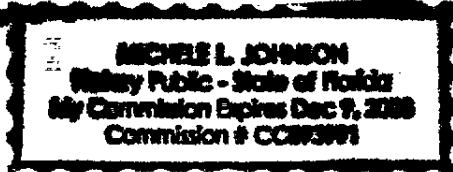
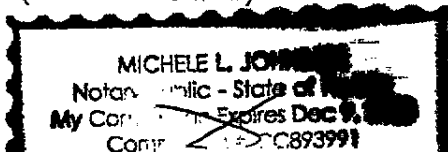

Signature/Title PRES.


STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Vince Vaughn, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 11th day of July, 2000.

(NOTARY SEAL)




Notary Public
State of Florida
My Commission Expires: 12-9-03

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

00 AUG 21 AM 11:06

Pursuant to the provisions of section 608.507, Florida Statutes, the undersigned limited liability company, 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 limited liability company is: Van Gogh Productions Inc.
2. The name and address of the registered agent and office is:

Mark M. Grieco, Esq.
3109 45th Street
West Palm Beach, FL 33407

Signature



Title:

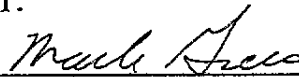
President

Date:

7-11-00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Signature



Date:

5/19/00