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WILLIAM G. PEMBROKE, CPA, P.A.
CERTIFIED PUBLIC ACCOUNTANT
1922 SE PORT ST. LUCIE BLVD.
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FILED
00 OCT 16 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 10, 2000

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*****78.75 *****78.75

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

RE: TRAILWOOD PRODUCTIONS, INC.

Gentlemen:


I have enclosed the original and a copy of the articles of incorporation for TRAILWOOD PRODUCTIONS, INC. check in the amount of \$ 78.75 computed as follows:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
Total	\$ 78.75

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,


William G. Pembroke, CPA

WGP/amg
enclosures

P, 10/17/00-

ARTICLES OF INCORPORATION
OF
TRAILWOOD PRODUCTIONS, INC.

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ARTICLE I - NAME

The name of this corporation is: TRAILWOOD PRODUCTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1922 SE Port St. Lucie Blvd. Port St. Lucie, Florida 34952 and the name of the initial registered agent of this corporation at the address is William G. Pembroke. The principal address is the same as the registered office.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Richard Arlett – President
P.O. Box 1338
Jupiter, FL 33468

Valerie Arlett – Vice-President
P.O. Box 1338
Jupiter, FL 33468

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Valerie Arlett – Vice-President
P.O. Box 1338
Jupiter, FL 33468

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 11 day of OCTOBER, 2000.

Valerie Arlett
Incorporator

STATE OF FLORIDA

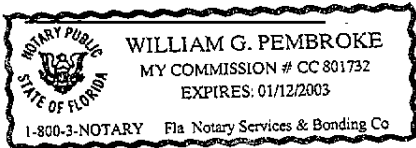
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, Valerie Arlett, personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11 day of OCTOBER, 2000.

William G. Pembroke
Notary Public
State of Florida
at Large

My commission expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE

I, William G. Pembroke, state that I am a permanent resident of Martin County, Florida. I hereby accept the foregoing designation of Resident Agent for Trailwood Productions, Inc. with its place of business at 1922 SE Port St. Lucie Blvd. Port St. Lucie, FL 34952

William G. Pembroke