

P00000101839



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 880766 7142564

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 30, 2000

ORDER TIME : 2:19 PM

ORDER NO. : 880766-005

CUSTOMER NO: 7142564

CUSTOMER: Ms. Lauren Kohl-helbig
Roknich & Gibson

Suite 901
1800 Second Street
Sarasota, FL 34236

100003444911--5
-10/31/00--01002--001
*****70.00 *****70.00

DOMESTIC FILING

NAME: GOLD EAGLE PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 3:40

RECEIVED
00 OCT 30 PM 3:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
10/30/00

ARTICLES OF INCORPORATION

OF

GOLD EAGLE PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 3:40

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this Corporation is **GOLD EAGLE PRODUCTIONS, Inc.**, a Florida Corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation 5134 Northridge Road, Apt. 211, Sarasota, Florida 34238.

ARTICLE III PURPOSE

The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV SHARES

The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V INITIAL OFFICERS/DIRECTORS

This Corporation shall have one (1) Director and one (1) Officer who shall be THOMAS S. JOHNSON. The number of Directors and Officers may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the initial registered agent is ROKNICH & GIBSON, P.A., 1800 Second St. Suite 901, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Nick Roknich, III. The mailing address of the registered agent is the same as the street address.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator is THOMAS S. JOHNSON, 5134 Northridge Road, Apt. 211, Sarasota, Florida 34238.

ARTICLE VIII SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 24th day of October, 2000.

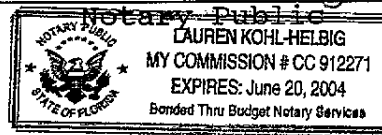
Thomas S. Johnson
"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF SARASOTA

24th The foregoing instrument was acknowledged before me this day of October, 2000, by THOMAS S. JOHNSON as Incorporator and Director of GOLD EAGLE PRODUCTIONS, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and who did (did not) take an oath.

Lauren Kohl-Helbig
Name:

My Commission Expires:



Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the Articles, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity.

Nick Roknich III
Nick Roknich III

STATE OF FLORIDA
COUNTY OF SARASOTA

24th The foregoing instrument was acknowledged before me this day of September, 2000, by Nick Roknich III, as registered agent, who is personally known to me and who did (did not) take an oath.

Lauren Kohl-Helbig
Name: Notary Public

My Commission Expires:

