



Jerome L. Rosen
CERTIFIED PUBLIC ACCOUNTANT

November 16, 2000

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

200003470892--3
-11/20/00--01130--013
*****122.50 *****78.75

Re: **GERALDINE REID PRODUCTIONS, INC.**

Gentlemen:

Enclosed herewith please find an original copy of the Articles of Incorporation for the above captioned corporation.

A check in the amount of \$122.50 is enclosed to cover the following:

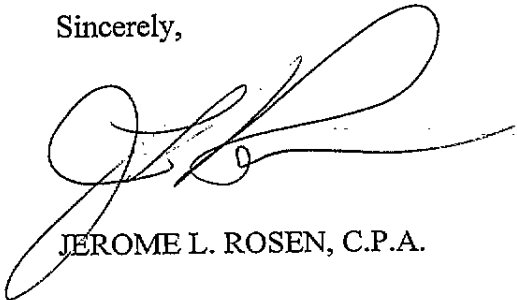
- | | |
|-------------------------------|--------------|
| 1. Filing Fee | \$ 35.00 |
| 2. Certified Copies | 52.50 |
| 3. Resident Agent Certificate | <u>35.00</u> |

TOTAL AMOUNT ENCLOSED \$122.50

Please endorse your approval of the Articles of Incorporation and return the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,



JEROME L. ROSEN, C.P.A.

Encl.

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00 NOV 20 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

ARTICLE I - NAME

The name of this corporation is Galen Reid Productions, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual and shall commence upon the signing and acknowledging of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One-Dollar (\$1.00) par value common stock. All stock of the corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as added by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property, other than stock or securities, in lieu of cash, or services, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 7757 Granville Drive, #305, Tamarac, FL 33321, and the name of the initial registered agent of this corporation is Geraldine Esposito.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Geraldine Esposito, 7757 Granville Drive, #305, Tamarac, FL 33321 and the name of the initial registered agent of this corporation.

ARTICLE VIII- CORPORATE MAILING ADDRESS

The principal mailing address of the corporation is 7757 Granville Drive, #305, Tamarac, FL 33321.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Geraldine Esposito.

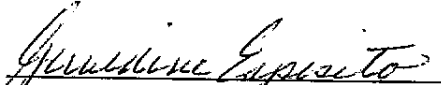
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

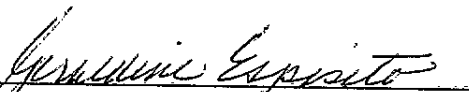
ARTICLE XI - AMENDMENT

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

The undersigned subscriber has executed these Articles of Incorporation this 16th day of November 2000.


Geraldine Esposito, Incorporator

Having been named as registered agent and to accept service of process for GALEN REID PRODUCTIONS, INC. 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/Registered Agent

11/16/00
Date