

PO/0000299/8

TRANSMITTAL LETTER

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

600003877716--9
-03/18/01--01119--007
*****78.75 *****78.75

FILED
01 MAR 19 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: SOUTH MOON PRODUCTIONS, INC.

Enclosed please find one original and one copy of the Articles of
Incorporation for South Moon Productions, Inc.

A check in the amount of \$78.75 is enclosed to cover the following
costs:

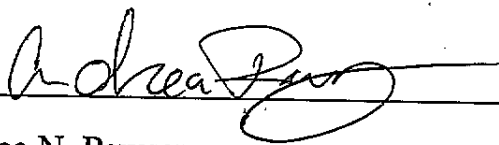
Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certificate Copy	\$8.75
Certificate of Status	<u>\$8.75</u>
Total	\$87.50

Please forward all materials to:

Andrea Nicole Pewsey
129 E. Amelia St., Apt. #104
Orlando, Fla. 32801

EFFECTIVE DATE
04-01-01

Cordially,


Andrea N. Pewsey

gcs/23

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I. NAME

The name of the corporation shall be

South Moon Productions, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address shall be:

Larry Vershel Communications, Inc.
1515 South Orlando Avenue
Maitland, Florida 32751

EFFECTIVE DATE
04-01-01

ARTICLE III. PURPOSE

The purpose for which this corporation is organized is to design, publish and manage Internet web sites and other entertainment vehicles.

ARTICLE IV. SHARES

The number of shares of stock is 10.

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TALLAHASSEE, FLORIDA

ARTICLE V. INITIAL OFFICERS/DIRECTORS

The names and addresses of initial officers and directors is:

Andrea Nicole Pewsey, 129 E. Amelia St., Apt. #104, Orlando, Fla. 32801

Robert Marsa, 1617 Dauphin Lane, Orlando, Fla. 32803

ARTICLE VI. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Andrea Nicole Pewsey, 129 E. Amelia St., Apt. #104, Orlando, Fla. 32801

ARTICLE VII INCORPORATOR

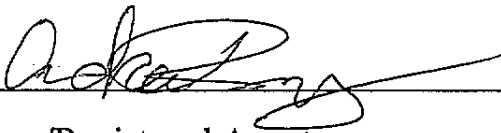
The name and address of the Incorporator is:

Andrea Nicole Pewsey, 129 E. Amelia St., Apt. #104, Orlando, Fla. 32801

ARTICLE VIII EFFECTIVE DATE

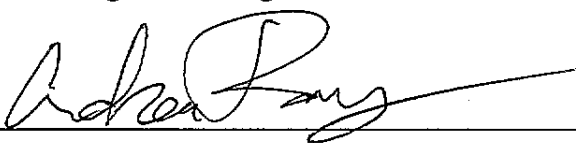
These Articles of Incorporation shall take effect on April 1, 2001.

I accept the duties of registered agent.



Signature/Registered Agent

March 15, 2001
Date



Signature/Incorporator

March 15, 2001
Date