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2650 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137

* BY APPOINTMENT ONLY

DAVID L. LAURENCE

PO10000031830

March 21, 2001

Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

RE: FOLLE PRODUCTIONS INC.

800003910118--5
-03/26/01--01129--003
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed for filing with your office are the original Articles of Incorporation for the above-captioned corporation. A check in the amount of Seventy 00/100 Dollars (\$70.00) made payable to the Secretary of State is enclosed representing payment as follows:

Filing Fee \$ 70.00

TOTAL \$ 70.00

After filing, please mail a ~~separate~~ copy of the Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

Very truly yours,

DAVID L. LAURENCE, P.A.

David L. Laurence, Esq.
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 26 AM 8:54

FILED

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Enclosure
ARTICLE.LTR

G. BULLOCK MAR 29 2001

(5)

ARTICLES OF INCORPORATION
OF

FOLLE PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this corporation is FOLLE PRODUCTIONS, INC.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law; then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is: 3510 Magellan Circle, #723, Aventura, Florida 33180 and the name and address of the initial registered agent of this corporation is:

DAVID L. LAURENCE, P.A.
215 N. FEDERAL HIGHWAY
DANIA BEACH, FL. 33004

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01 MAR 26 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person whose name and address are:

- A. IRA WOLF, PRESIDENT, 3510 Magellan Circle, #723,
Aventura, Florida 33180
- B. MELISA WOLF, VICE-PRESIDENT, 3510 Magellan Circle,
#723, Aventura, Florida 33180
- C. CHESTER HONIG, TREASURER 3510 Magellan Circle, #723,
Aventura, Florida 33180

The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Registered Agent is:

David L. Laurence of
David L. Laurence, P.A.
215 N. Federal Highway
Dania Beach, Fl. 33004

ARTICLE VIII - BY-LAWS

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

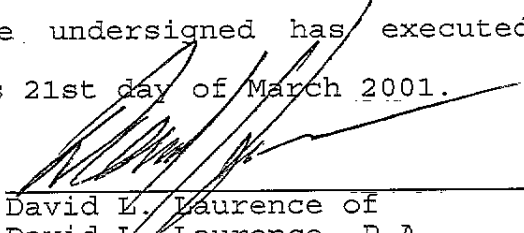
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of March 2001.

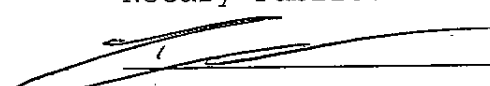


David L. Laurence of
David L. Laurence, P.A.
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

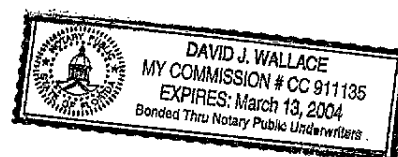
The foregoing instrument was acknowledged before me this 21st day of March, 2001, by David L. Laurence of David L. Laurence, P.A., who is personally known to me and who did take an oath.

Notary Public:



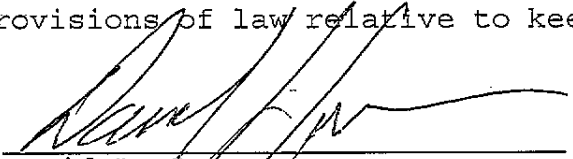
Print Name: _____

My commission expires:



ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping open said office.

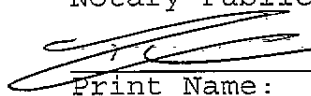


David L. Laurence
Registered Agent

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

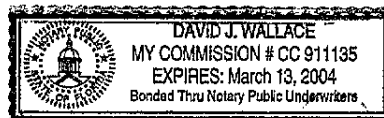
The foregoing instrument was acknowledged before me this 4th day of March, 2001 by David L. Laurence of David L. Laurence, P.A., who is personally known to me and who did take an oath.

Notary Public:



Print Name: _____

My commission expires:



01 MAR 2001 10 3 34
DAVID J. WALLACE
NOTARY PUBLIC
FLORIDA