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TRANSMITTAL LETTER

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

400003909014--3
-03/26/01--01063--015
*****78.75 *****78.75

SUBJECT: TRACKLAYER PRODUCTIONS, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 78.75.

FROM:

JEAN R. TENNOR

Name (printed or typed)
1001 NW 51ST STREET

Address
MIAMI FL 33127

City, State, & Zip
305 836-9890
()

Telephone Number

01 MAR 26 AM 11:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

RH 3/29/01

FILED

01 MAR 26 AM 11:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TRACKLAYER PRODUCTIONS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

TRACKLAYER PRODUCTIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1001 NW 51ST STREET
MIAMI FL 33127

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JEAN R. TENNOR
1001 NW 51ST STREET
MIAMI FL 33127

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

JEAN R. TENNOR
1001 NW 51ST STREET
MIAMI FL 33127

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this ____TWENTIETH____ day of ____MARCH____, 20 __00__.

x 
Signature J.R. TENNOR

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

FILED

01 MAR 26 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

TRACKLAYER PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

JEAN R. TENNOR

(NAME)

1001 NW 51ST STREET

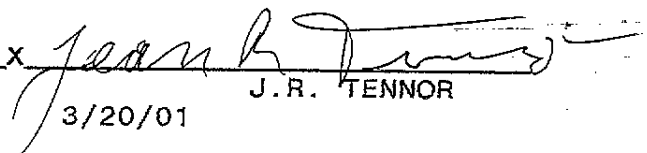
(P.O. BOX NOT ACCEPTABLE)

MIAMI FL 33127

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE 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 X


J.R. TENNOR

3/20/01

DATE