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State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399
SENT VIA FEDERAL EXPRESS

April 6, 2001

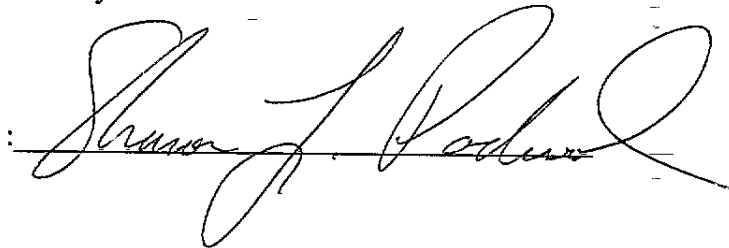
Re: Filing Articles of Incorporation

Dear Sir or Madame:

Enclosed please find Articles of Incorporation and a check in the amount of \$70.00. Please file the Articles and return evidence thereof in the enclosed self-addressed stamped envelope.

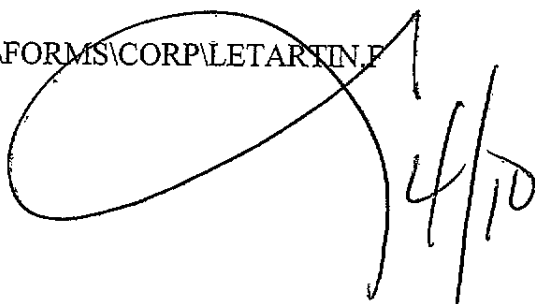
Please call promptly if there are any questions or problems.

Thank you



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
POD PRODUCTIONS, INC.**

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

POD PRODUCTIONS, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Prepared by:

Esther Z. Bejar, CPA, P.A.
420 Lincoln Road Ste 363
Miami Beach, FL 33139
305-538-3600

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be: Sharon L. Podwol, residing at 501 N.E. 8 Avenue Ft. Lauderdale, FL 33301.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 501 N.E. 8 Avenue Ft. Lauderdale, FL 33301 or such other place as may from time to time be designated.

ARTICLE VII

Incorporator

The name and street address of the Incorporator of this Corporation is:

Sharon L. Podwol
501 N.E. 8 Avenue
Ft. Lauderdale, FL 33301

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Sharon L. Podwol
501 N.E. 8 Avenue
Ft. Lauderdale, FL 33301

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE IX

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

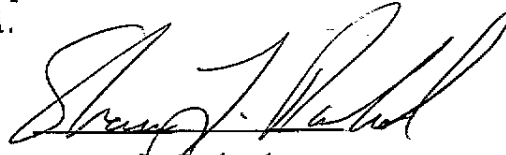
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

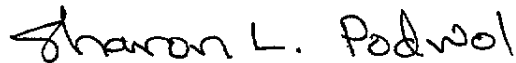
This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 6th day of April, 2001.


Sharon L. Podwol

State of Florida)
County of Dade) SS.

The foregoing instrument was acknowledged before me this 6th day of April, 2001 by

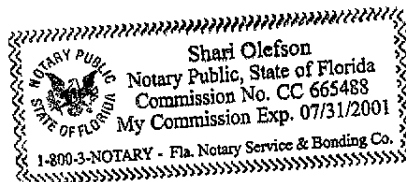


NOTARY PUBLIC

State of Florida



My commission expires:



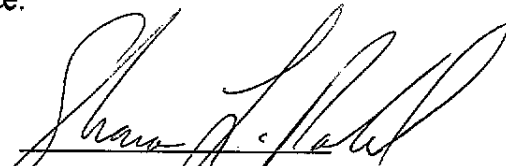
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That POD PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 501 N.E. 8 Avenue, City of Fort Lauderdale, County of Broward, State of Florida, has named Sharon L. Podwol residing at 501 N.E. 8 Avenue, City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Sharon L. Podwol

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TALLAHASSEE FLORIDA