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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ofc. (727) 298-8880
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April 25, 2001

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

RE: TW Productions, Inc.

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*****78.75 *****78.75

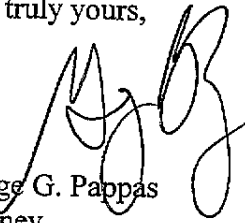
Dear Sir/Madam:

I am enclosing herewith an original copy of Articles of Incorporation for the above-named corporation along with a check in the sum of \$78.75 for costs of filing and a certified copy.

Please file the original of the enclosed Articles of Incorporation and send confirmation to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


George G. Pappas
Attorney

GGP/gc
Enc.

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this corporation shall be: TW Productions, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to own and operate an internet marketing, advertising and sales business, as well as any and all other business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1,000 shares of \$1.00 Par Value all of which shall have the same rights and privileges.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 3665 East Bay Dr., Ste. 204, Largo, FL 33771. The corporation may from time to time move the principal office

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to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Timothy D. Knoll
2717 Seville Blvd., #13305
Clearwater, FL 33764

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is: Timothy D. Knoll, 2717 Seville Blvd., #13305, Clearwater, FL 33764.

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 901 N. Hercules Avenue, Suite D, Clearwater, FL 33765 and the Registered Agent shall be GEORGE G. PAPPAS, ESQ., to accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

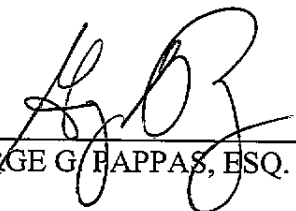
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 25 day of April, 2001.


TIMOTHY D. KNOLL

ACCEPTANCE BY REGISTERED AGENT

George G. Pappas, Esq. does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 25 day of April, 2001.


GEORGE G. PAPPAS, ESQ.