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ACCOUNT NO. : 072100000032

REFERENCE : 133732 7169515

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : April 30, 2001

ORDER TIME : 3:06 PM

ORDER NO. : 133732-005

CUSTOMER NO: 7169515

CUSTOMER: Mr. Kevin J. Behm
Mr. Kevin J. Behm

900004288919--7

501 N. Orlando Avenue #313-311

Winter Park, FL 32789

DOMESTIC FILING

NAME: HIGHER POWER PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

2001 MAY 22 PM 5:14
STATE
TALLAHASSEE FLORIDA

FILED

J 5/23/01

RECEIVED
STATE
TALLAHASSEE
MAY 22 2001

2001 MAY 22 PM 4:44

TO AGENCY
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION
OF

HIGHER POWER PRODUCTIONS, INC.

2001 MAY 22 PM 5:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HIGHER POWER PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 501 North Orlando Avenue, #313-311, Winter Park, Florida 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Mr. Kevin Behm	501 North Orlando Avenue
Dir.	#313-311
	Winter Park, Florida 32789

Mr. Ari Jacobs	501 North Orlando Avenue
Dir.	#313-311
	Winter Park, Florida 32789

ARTICLE VII. INCORPORATOR

2001 MAY 22 PM 5:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on May 22, 2001.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew