

Harold
Haimowitz, P.A.

HAROLD B. HAIMOWITZ
Attorney At Law

555 S. Federal Highway, Suite 330
Boca Raton, Florida 33432

phone: 561-394-4226
fax: 561-394-4382
haimowitzh@aol.com

June 22, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700004447807--4
-06/27/01--01059--001
*****78.75 *****78.75

RE: **Anderson-Bailey Productions, Inc.**

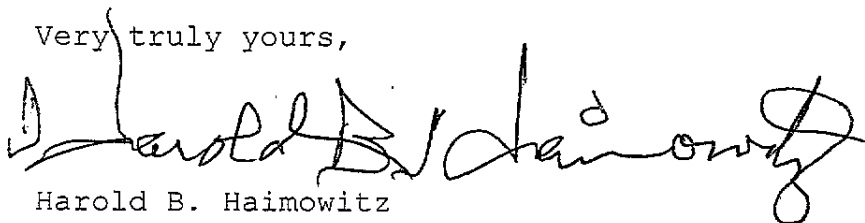
To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Incorporation for Anderson-Bailey Productions, Inc., along with my check in the sum of \$78.75 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience.

Thanking you for your many courtesies.

Very truly yours,


Harold B. Haimowitz

FILED
01 JUN 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosure

D. BROWN JUN 28 2001

**ARTICLES OF INCORPORATION
OF
ANDERSON-BAILEY PRODUCTIONS, INC.**

FILED
01 JUN 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be *ANDERSON-BAILEY PRODUCTIONS, INC.*, and its principal office shall be located at *4852 NE 12th Avenue, Fort Lauderdale, Florida, 33334.*

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the business of advertising and entertainment.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

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

*JERALD H. BAILEY
4852 NE 12th Avenue
Fort Lauderdale, FL 33334*

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially.

**ARTICLE VII
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

JERALD H. BAILEY
4852 NE 12th Avenue
Fort Lauderdale, FL 33334

RICHARD ANDERSON
4852 NE 12th Avenue
Fort Lauderdale, FL 33334

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATORS**

The names of the persons signing these Articles of Incorporation as the Incorporators are ***Jerald H. Bailey whose address is 4852 NE 12th Avenue, Fort Lauderdale, Florida 33334, and, Richard Anderson whose address is 4852 NE 12th Avenue, Fort Lauderdale, Florida 33334.***

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at

the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

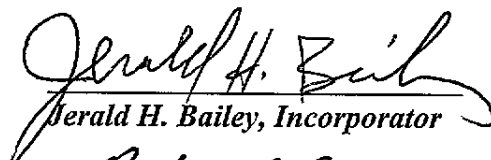
ARTICLE X AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

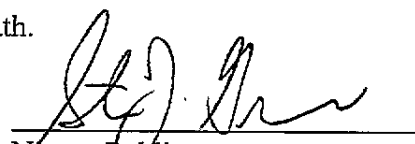
IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on June 22 2001.


Gerald H. Bailey, Incorporator


Richard Anderson, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on June 22 2001 by **Jerald H. Bailey and Richard Anderson**, as Incorporators. **Jerald H. Bailey and Richard Anderson** have produced their drivers' licenses as identification and did take an oath.


Notary Public
My commission expires:




Steven J. Garcia
MY COMMISSION # CC889601 EXPIRES
December 6, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Anderson-Bailey Productions, Inc., a corporation existing under the laws of the State of Florida with its principal office at ***4852 NE 12th Avenue, Fort Lauderdale, Florida 33334***, has named ***Jerald H. Bailey***, whose address is ***4852 NE 12th Avenue, Fort Lauderdale, Florida 33334***, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Jerald H. Bailey

FILED
01 JUN 27 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA