

PO100012235/

TRANSMITTAL LETTER

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

100004742521--9
-12/28/01--01044--002
*****78.75 *****78.75

SUBJECT: WHEELER PRODUCTIONS, INC

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 78.75 for filing fee and certificate of Incorporation for the above referenced.

Please forward completed documents to:

**WHEELER PRODUCTIONS
473 LEWIS BLVD SE
ST PETERSBURG, FL 33705
PHONE: 1-727-823-6993**

FILED
01 DEC 28 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

D. WHITE DEC 31 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

WHEELER PRODUCTIONS, INC

ARTICLE II - PRINCIPAL OFFICE

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

**473 LEWIS BLVD SE
ST PETERSBURG, FL 33705**

ARTICLE III - SHARES

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

1,000 shares

**ARTICLE IV - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and address of the initial registered agent is:

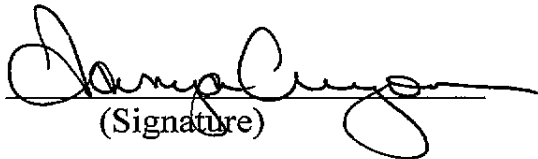
**TANYA CURZON
473 LEWIS BLVD SE
ST PETERSBURG, FL 33705**

ARTICLE V - INCORPORATOR

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

**TANYA CURZON
473 LEWIS BLVD SE
ST PETERSBURG, FL 33705**

The undersigned incorporator has executed these Articles of Incorporation this 24 day of December, 2001


(Signature)

NOTARIZATION IS NOT REQUIRED

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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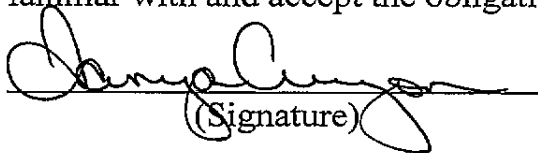
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT /REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT OF DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **WHEELER PRODUCTIONS, INC**
2. The name and address of the registered agent and office is:

TANYA CURZON
473 LEWIS BLVD SE
ST PETERSBURG, FL 33705

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)

24 December 2001
(Date)