

PO20000011188

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000026423 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFTT CORPORATION OR P.A.

PHILLIP JAMES PRODUCTIONS INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
02 JAN 31 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 30, 2002

EMPIRE

SUBJECT: PHILLIP JAMES PRODUCTIONS INC.
REF: W02000002780

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refax the complete document, including the electronic filing cover sheet.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H02000026423
Letter Number: 702A00005782

5

H 02000026423

ARTICLES OF INCORPORATION
OF
PHILLIP JAMES PRODUCTIONS INC.

FILED
02 JAN 31 PM 12:42
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Phillip James Productions Inc. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The General nature of the business to be transacted by the corporation shall be that provided below:

a) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copy rights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sale, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other state, nation, country or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

b) To loan money on real estate and personal property.

c) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidences of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

d) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold, and re-issue any of the shares of its capital stock.

H 02000026423

e) To act as Trustee for any form of property, claim or right.

f) To perform services and to engage in every aspect and phase of business under the laws of the State of Florida that a Florida corporation is authorized to render.

g) To do each and everything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation; and, generally, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental, to the accomplishment or furtherance of such purposes or objects of this corporation.

h) To perform arbitrations, mediation and settlement disputes.

ARTICLE III

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The principal office and mailing address of this corporation will be

120 NE 39th Street
Miami, Fl 33137

ARTICLE V

The name and address of the initial registered agent is:

Name: Phillip Stellings
Address: 120 NE 39th Street
Miami, Fl 33137

ARTICLE VI

The corporation shall have two directors and officers initially. The number of directors or officers may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and address of the initial directors and officers are

Title: Director/President
Name: Phillip Stellings
Address: 120 NE 39th Street
Miami, Fl 33137

Title: Director/Vice President
Name: Anne Dorothea Broers
Address: 120 NE 39th Street
Miami, Fl 33137

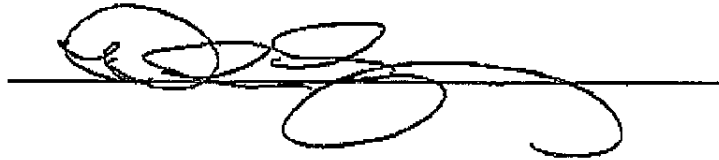
ARTICLE VII

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

Name: Phillip Stellings
Address: 120 NE 39th Street
Miami, Fl 33137

The undersigned incorporator has executed these Articles of Incorporation this 7th day of

January 2002.

A handwritten signature in black ink, appearing to be "Phillip Stellings", is written over a horizontal line.

H 02000026423

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

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

1. The name of the corporation is:

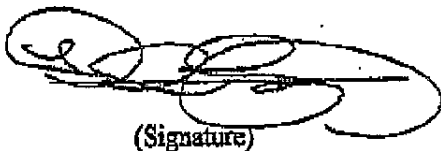
Phillip James Productions Inc.

2. The name and address of the registered agent and office is:

Phillip Stellings
120 NE 39th Street
Miami, FL 33137

FILED
02 JAN 31 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

1-17-02

Date

H 02000026423