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FILED

02 MAR 18 PM 12:30

RSF PRODUCTIONS, INC.
2806 BERGEN FIELD COURT
ORLANDO, FLORIDA 32835
TEL. 407/295-8079

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 28, 2002

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158.75 **87.50

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed is the notarized Articles of Incorporation of RSF Productions, Inc. Also enclosed is a check in the amount of One Hundred Fifty Eight and seventy five cents (158.75) for the filing fee and the certified copy.

If you have any questions, please contact me at 407/295-8079.

Sincerely,



Robert Scott Fonner

Enclosures

Robert GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 3-19-02
DOQ, EXAM D. White

WHITE MAR 19 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 7, 2002

ROBERT S FONNER
2806 BERGEN FIELD CT
ORLANDO, FL 32835

SUBJECT: RSF PRODUCTIONS, INC.
Ref. Number: W02000006526

We have received your document for RSF PRODUCTIONS, INC. and your check(s) totaling \$158.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 302A00013946

**ARTICLES OF INCORPORATION
OF
RSF PRODUCTIONS, INC.**

FILED

02 MAR 18 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being persons competent to contract, subscribe to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is RSF PRODUCTIONS, INC.

ARTICLE II - Principal Office

The principal office, and mailing address of the corporation is 2338-2000 Winter Woods Blvd., Winter Park, FL 32792.

ARTICLE III - Capital Stock

The maximum number of shares of stock that the corporation is authorized to issue is 1,000 shares of common stock having par value of one dollar (\$10.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2338-2000 Winter Woods Blvd., Winter Park, Florida 32792, registered agent of this corporation is Robert Scott Fonner.

ARTICLE VI - Incorporator

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Robert Scott Fenner	2806 Bergen Field Ct., Orlando Florida 32835

ARTICLE VII - Directors

The corporation shall initially have one (1) director. The method of electing (e.g., cumulative, non-cumulative, removing and replacing directors shall be prescribed by the By-Laws of the corporation. The number of directors maybe increased or decreased from time to time by the By-Laws of the corporation. The name and street address of the initial director who shall hold office until the first annual meeting of the Stockholders of the corporation or until their successors are elected or appointed and qualified is:

<u>Name</u>	<u>Address</u>
Robert Scott Fonner	2806 Bergen Field Ct., Orlando Florida, 32835

ARTICLE VIII - General Purpose

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IX - Term of Existence

The corporation shall commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation, and shall have perpetual existence thereafter unless dissolved according to law.

ARTICLE X - Super Majority Rights

The following actions must be approved by the affirmative vote of at least Seventy Five percent (75%) of the issued and outstanding voting shares of stock of the corporation:

- 1) The amendment of the articles of incorporation by by-laws of the corporation.
- 2) The authorization of additional shares of corporate stock.

3) The merger or consolidation of the corporation with or into any other entity, or the reorganization, recapitalization, primary or secondary offering of debt or equity securities, liquidation, or dissolution of the corporation.

4) The sale, lease or other transfer other than in the ordinary course of its business of any real property, or any interest therein, owned by the corporation.

5) Any agreement, contract, obligation, or liability, whether oral or written, formal or informal, between the corporation and any Director, any shareholder owning more than Twenty Five percent (25%) of the shares of the common stock of the corporation, or affiliate or sister corporation over which any shareholder owning more than Twenty Five percent (25%) of the shares of common stock of the corporation has controlling interest (as defined in the rules and regulations of the Securities and Exchange Commission of the United States).

6) The incurring of any indebtedness, except for trade payables for goods and services actually received in the ordinary course of business operations; and

7) The guaranty, of payment or otherwise, by any person or entity.

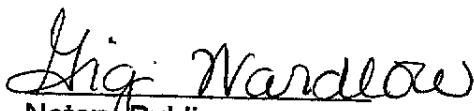
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 2002

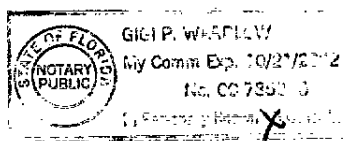


STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert S. Forner as Incorporator for RSF Productions, Inc, who is known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated.

This the 28th day of February, 2002.


Notary Public
My commission expires



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

Pursuant to the provisions of Section 607.0501 or 617.0501, 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.

02 MAR 18 PM 12:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is:

RSF PRODUCTIONS INC.

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

Robert Scott Fonner

(Name)


2806 Berken Field CT

(P.O. Box NOT acceptable)

Orlando FL, 32835

(City/State/Zip)

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

03/13/02
Date