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FILED

2499 Glades Road Suite 305A
Boca Raton, FL 33431

May 9th, 2002

02 MAY 10 PM 3:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399

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-05/10/02--01067--003
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of the articles of incorporation of Zella Lehr Productions, Inc. and a check for \$70.00 to cover the cost of the filing fee.

Please process the enclosed articles of incorporation at your earliest convenience and mail the file-stamped copy back to me.

If you have any questions I can be reached at 561-368-9777.

Sincerely,



John P. Miller

ARTICLES OF INCORPORATION
of
ZELLA LEHR PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

ZELLA LEHR PRODUCTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

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

Zella Lehr Productions, Inc.
2499 Glades Road Suite 305A
Boca Raton, FL 33431

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved by Florida Law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

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

One Hundred (100) Shares of One Dollar (\$1.00)
Par Value Common Stock.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is:

John P. Miller
2499 Glades Road Suite 305A
Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

John P. Miller
2499 Glades Road Suite 305A
Boca Raton, FL 33431

ARTICLE IX -- OFFICERS AND DIRECTORS

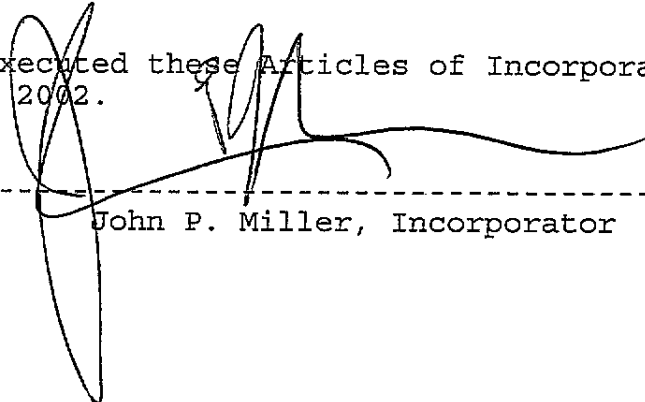
The name, address, and title of the initial one corporate officer is as follows:

Zella Lehr, President
2499 Glades Road Suite 305A
Boca Raton, FL 33431

The name, address, and title of the initial one corporate director is as follows:

Zella Lehr, Director
2499 Glades Road Suite 305A
Boca Raton, FL 33431

The undersigned has executed these Articles of Incorporation this ninth day of May 2002.



John P. Miller, Incorporator

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CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

02 MAY 10 PM 3:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, 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 Zella Lehr Productions, Inc.
2. The name and address of the registered agent and office is:

John P. Miller
2499 Glades Road Suite 305A
Boca Raton, FL 33431

SIGNATURE 

TITLE: Registered Agent

DATE: 05/09/02

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE: 05/09/02