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FILED
02 JUL 24 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 23, 2002

VIA FEDERAL EXPRESS

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

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Re: Entity: RET Productions, Inc.
Our File No.: 02-023.001

To Whom It May Concern:

Enclosed please find Articles of Incorporation of RET Productions, Inc. along with our trust account check number 3010 in the amount of \$87.50 representing fees for filing the Articles, certified copy and certificate of status for the above-referenced entity.

Should you have any questions or need additional information, please contact this law office to discuss.

Very truly yours,


Marc F. Oates, Esq.

MFO/tam

Enclosures as stated

RE:RET Productions, Inc./Ltr to Dept of State and Articles of Incorporation.doc

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ARTICLES OF INCORPORATION

OF

RET PRODUCTIONS, INC.

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The undersigned incorporator, for the purposes of forming a corporation under Fla. Stat. §607 ("Florida Business Corporation Act"), does hereby adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation is:

RET PRODUCTIONS, INC.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 10001 Tamiami Trail North, Florida 34108 and the mailing address of the Corporation is 10001 Tamiami Trail North, Florida 34108.

ARTICLE III - PURPOSE

The general nature of the purposes for which the Corporation is organized are the following:

- A. To engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. This Corporation shall have a perpetual existence.

ARTICLE IV - SHARES

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and such shareholder shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares of stock.

ARTICLE V – PAR VALUE

The shares of the Corporation shall have a par value of \$1.00 per share.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 10001 Tamiami Trail North, Ste. 119, Naples, Florida 34108, and the name of the Registered Agent at that address is Marc F. Oates, P.A.

ARTILCE VII – INITIAL OFFICERS/DIRECTORS

Section 1. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names and address of the persons who are to serve as Officers/Directors of the Corporation are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Keith Lucas	2036 Castle Garden Lane, Naples, FL 34110
Vice President	Joseph Ballarino	10001 Tamiami Trail N., Naples, FL 34108
Secretary	Joseph Ballarino	10001 Tamiami Trail N., Naples, FL 34108
Treasurer	Keith Lucas	2036 Castle Garden Lane, Naples, FL 34110

Section 3. The names of the persons who are to serve as Directors of the Corporation are as follows:

<u>Director Name:</u>	<u>Address:</u>
Keith Lucas	2036 Castle Garden Lane, Naples, FL 34110
Joseph Ballarino	10001 Tamiami Trail N., Naples, FL 34108

ARTICLE VIII – INCORPORATOR

The name and address of the Incorporator is:

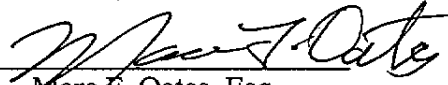
Marc F. Oates, P.A.
10001 Tamiami Trail North, Ste. 119
Naples, Florida 34108

ARTICLE IX – BY-LAWS

The Officers of this Corporation shall provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set my hand and seal, this ____ day of July 12, 2002, for the purpose of forming this Corporation under the laws of the State of Florida.

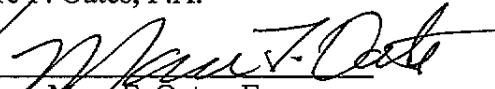
Marc F. Oates, P.A.

By: 
Marc F. Oates, Esq.

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.


Marc F. Oates, P.A.

By: 
Marc F. Oates, Esq.

Its: _____

Date: July 12, 2001.

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