

A. P. Productions, Inc.

(A FLORIDA CORPORATION IN FORMATION)

601 Summerwinds Lane, Jupiter, Florida 33458 - (407) 575-4638

P9500015896

January, 1995

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

Dear Sir:

800001384558
-01/19/95 -01071 -0112
****122.50 ****122.50

Enclosed are two copies of the Articles of Incorporation of the above corporation and two copies of the designation of registered agent.

Please file these documents at your earliest convenience.

Enclosed is the fee for incorporation and certification of \$122.50.

Yours very truly,

Andrew P. Cope

Andrew P. Cope
Subscriber
Registered Agent
Incorporator

FILED
95 JAN 19 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 24 1995

ARTICLES OF INCORPORATION

OF

A. P. PRODUCTIONS, INC.

FILED
95 JAN 19 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

A. P. PRODUCTIONS, INC.

The principal place of business of this corporation shall be 601 Summerwinds Lane, Jupiter, Florida 33458.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 601 Summerwinds Lane, Jupiter, Florida 33458 and the name of the initial registered agent of the corporation at that address is Andrew P. Cope.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

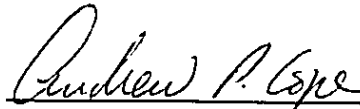
ARTICLE VII. INCORPORATOR

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

Andrew P. Cope

601 Summerwinds Lane
Jupiter, Florida 33458


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17 day of January, 1995.

 (SEAL)
Andrew P. Cope, Incorporator
and Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17 day of January, 1995, by Andrew P. Cope.


Notary Public, State of Florida at Large

My Commission Expires: 10/29/98



SHEILA J. HIRSCH
My Commission CC411740
Expires Oct. 29, 1998
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JAN 19 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Sections 48.091(1) and 607.034, Florida Statutes:

A. P. Productions, Inc., desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 601 Summerwinds Lane, Jupiter, Florida 33458 has named ANDREW P. COPE located at 601 Summerwinds Lane, Jupiter, Florida 33458 as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and name of its registered agent.

Date: January 17, 1995 BY: Andrew P. Cope

Andrew P. Cope, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17 day of January, 1995, by Andrew P. Cope.

Sheila J. Hirsch
Notary Public, State of Florida at Large

My Commission Expires: 10/29/98



SHEILA J. HIRSCH
My Commission CC411740
Expires Oct. 29, 1998
Bonded by HAI
800-422-1555

APEX PRODUCTIONS, INC.

(formerly known as A. P. Productions, Inc.)

P.O. Box 7764, Jupiter, FL 33468

Andrew P. Cope, Pres

P95000005896

June 26, 1996

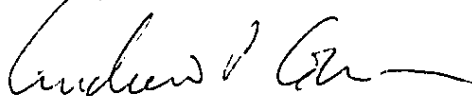
Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

3000001880923
-07/02/96--01009--007
*****35.00 *****35.00

Dear Sir/Madame:

Please file the enclosed Amendment to Articles of Incorporation and Name Change and return a filed copy to us in the enclosed envelope. Enclosed is the \$35.00 filing fee.

Yours truly,



Apex Productions, Inc.
f/k/a A.P. Production, Inc.
Andrew P. Cope, Secretary and Registered Agent

APC/jrs
ENCL:

FILED
96 AUG -5 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
8-5-96
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

ANDREW P. COPE
APEX PRODUCTIONS, INC.
P. O. BOX 7764
JUPITER, FL 33468

SUBJECT: A. P. PRODUCTIONS, INC.
Ref. Number: P95000005896

We have received your document for A. P. PRODUCTIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return 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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 196A00033664

RECEIVED
96 AUG -5 AM 8:51
DIVISION OF CORPORATIONS

CERTIFICATE OF AMENDMENT

A.P. Productions, Inc

FILED
96 AUG -5 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A.P. Productions, Inc. A corporation of the State of Florida, whose registered office is located at Jupiter, Florida, certifies pursuant to the provisions of Section 607.1003 (6) of the Florida Statutes that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on June 27, 1996, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE I. NAME of the Articles of Incorporation is amended to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be:

Apex Productions, Inc.

This document was approved by a majority of the shareholders and the number of votes cast by the shareholders was sufficient for approval.

Signed on June 27th, 1996
P.O. Box 7764
Jupiter, Florida 33468

Apex Productions, Inc.

BY Andrew P. Cope
Andrew P. Cope, President

Andrew P. Cope
Andrew P. Cope, Secretary