

CORPORATION INFORMATION
SERVICES, INC.
1201 HAMS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

800-342-8086

P95000009936

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 537246 9031A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : February 6, 1995

ORDER TIME : 2:01 PM

ORDER NO. : 537246

5372461338835

CUSTOMER NO: 9031A

CUSTOMER: Ms. Barbara McClure
STEVENS PETERS & GREENFIELD

Suite 310
775 E. Merritt Island Causeway
Merritt Island, FL 32952

DOMESTIC FILING

P95000009936

NAME: PIECE BY PIECE PRODUCTIONS,
INC.

XXX ARTICLES OF INCORPORATION
___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

RECEIVED
95 FEB - 6 PM 3:26
OFFICE OF CORPORATION

FILED
95 FEB - 6 AM 8:2
SECRET
TALLAHASSEE, FLORIDA
2-7-95
C2/A

ARTICLES OF INCORPORATION
OF
PIECE BY PIECE PRODUCTIONS, INC.

FILED
95 FEB -6 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PIECE BY PIECE PRODUCTIONS, INC.

The address of the principal office of this corporation shall be 3096 Lake Washington Road, Melbourne, Florida 32934, and the mailing address of the corporation shall be the same.

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 no par value per share.

9

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kenneth J. Cohen
Dir.

3096 Lake Washington Road
Melbourne, Florida 32934

Dawn M. Cohen
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Kenneth J. Cohen Pres.	3096 Lake Washington Road Melbourne, Florida 32934
Dawn M. Cohen V.Pres./Sec./Treas.	Same


ARTICLE VIII. INCORPORATOR

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

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on February 6, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: 
Its Agent, Gail Shelby

FILED
95 FEB -6 AM 8 21
SECRET
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

CJD/dks

P95000009936

LAW OFFICES OF
HARRY C. GREENFIELD
A PROFESSIONAL ASSOCIATION

SUITE 202
OLDE STOCKBROKER BUILDING
800 E. MERRITT ISLAND CAUSEWAY
MERRITT ISLAND, FLORIDA 32952

February 6, 1996

TELEPHONE
(407) 454-7400
FAX
(407) 454-7779

100001710391
-02/08/96--01056--021
*****35.00 *****35.00

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: Statement of Change of Registered Office and
Registered Agent - Piece by Piece Productions

Dear Sir/Madame:

Enclosed please find a fully executed original Statement of Change of Registered Office and Registered Agent as well as Mr. Cohen's personal check, No. 596, in the amount of \$35.00 representing the filing fee for same. I have enclosed a copy of the original Statement of Change and request that you time stamp same and return it to me in the enclosed stamped, self-addressed envelope I have provided.

If you have any questions regarding this matter, please do not hesitate to call me.

Sincerely,

HARRY C. GREENFIELD

HCG:bjm

Enclosures - As stated.

cc: Mr. Kenny Cohen
(w/encl.)

SH FEB 13 1996

RA Change

96 FEB -9 AM 8:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

PURSUANT to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: **PIECE BY PIECE PRODUCTIONS, INC.**
2. The name and address of its present registered agent is:
**CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301**
3. The name and street address to which its registered agent is to be changed is:
**KENNY COHEN
450 SOUTH TROPICAL TRAIL
MERRITT ISLAND, FL 32952**
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its Board of Directors or by an officer of the corporation so authorized by the Board of Directors.

Barbara Swelch

Signature: *Kenny Cohen*
Dated: January 25, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name: KENNY COHEN
Signature: *Kenny Cohen*
Dated: January 25, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 26 - 8 AM 8:06