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JOHN D. KEHOE, J.D.
FLA. BAR

TELEPHONE
(813) 598-2900

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(813) 598-3785

February 6, 1995

CERTIFIED MAIL - 655 816 197
RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED
FEB 10 1995
FEB 10 1995

Re: White Buffalo Productions, Inc.

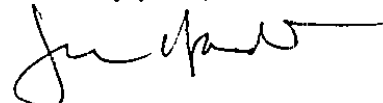
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Appointment of Resident Agent regarding White Buffalo Productions, Inc. for filing with the Secretary of State. Our draft in the amount of \$122.50 (\$70.00 filing fee; \$52.50 certified copy fee) is also enclosed. Please return a certified copy of the same once they have been filed.

Please do not hesitate to contact our office if you have any questions.

Thank you for your cooperation.

Very truly yours,



Frederick R. Hardt

SDG

FRH/lr

Enclosures

cc: Mr. John Kempfer
Ms. Susan Ross

93-263

sec-stat.ltr

RECEIVED
FEB 10 1995
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ARTICLES OF INCORPORATION
OF
WHITE BUFFALO PRODUCTIONS, INC.

RECEIVED
JAN 12 1963

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is WHITE BUFFALO PRODUCTIONS, INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Frederick R. Hardt, Esquire
801 Laurel Oak Drive, Suite 705
Sun Bank Building, Pelican Bay
Naples, Florida 33963

The initial street address of the principal office of the corporation in the State of Florida will be: 8900 Tamiami Trail North, Naples, Florida 33963.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws.

The names and addresses of the initial directors of this corporation are:

John D. Kempfer
8900 Tamiami Trail North
Naples, Florida 33963

Susan Ross
10231 Metro Parkway
Suite 104, Parkway Plaza
Fort Myers, Florida 33912

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Frederick R. Hardt, Esquire
801 Laurel Oak Drive, Suite 705
Sun Bank Building, Pelican Bay
Naples, Florida 33963

ARTICLE VIII - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, I have subscribed in name this 6th day of February, 1995.
1994.


FREDERICK R. HARDT, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

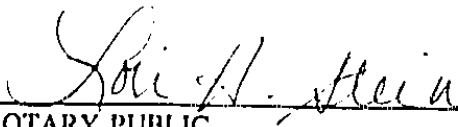
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FREDERICK R. HARDT, who is personally known to me, and who did take an oath, and is named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 6th day of February, 1995.



LORI A. STEIN
MY COMMISSION # CC 241647 EXPIRES
November 12, 1998
BONDED THIRD TRUST FARM INSURANCE, INC.

(SEAL)


NOTARY PUBLIC

Lori A. Stein
Printed Name of Notary
My Commission Number is: CC241647
My Commission Expires: 11-12-96

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92-026
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**APPOINTMENT OF RESIDENT AGENT
STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND
ADDRESSES OF THE OFFICERS AND DIRECTORS.

WHITE BUFFALO PRODUCTIONS, INC., a corporation under the laws of the State of Florida, with its principal office at 8900 Tamiami Trail North, Naples, Florida 33963, has named FREDERICK R. HARDT as its Resident Agent to accept service of process within this State.

OFFICERS:

PRESIDENT - John D. Kempfer
VICE-PRESIDENT - Susan Ross
TREASURER - Susan Ross
SECRETARY - John D. Kempfer

DIRECTORS:

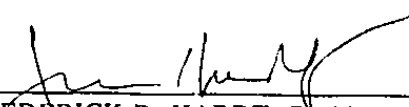
John D. Kempfer
8900 Tamiami Trail North
Naples, Florida 33963

Susan Ross
10231 Metro Parkway
Suite 104, Parkway Plaza
Fort Myers, Florida 33912

DATED: February 6, 1995

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


FREDERICK R. HARDT, Resident Agent

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