

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8
 FAX (904) 222-1222

P950000018043

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____
 Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____
 To us via _____ Return via _____
 Mailer No.: _____ Express Mail No. _____
 State Fee \$ _____ Our \$ _____

RE: Lois Productions, Inc.

C.C. FEE. DISBURSED

Capital Expense™
 Art. of Inc. File _____
 Corp. Franchise Search _____
 Ltr. Partnership Filing _____
 Foreign Corp. File _____
 Cert. Copy () _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Fictitious Name File _____
 Name Reservation _____
 Annual Report/Restatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

600001421866
 03/06/95-01066-018
 *****70.00 *****70.00

RECEIVED STATE
 MAR-6 PM 1:10
 FILED

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

MAR 6 1995 BSB

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	SW		

WALK-IN 3-6
 Will Pick Up 1:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF**

FILED
95 MAR -6 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LORE PRODUCTIONS, INC.

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

ARTICLE I: NAME

The name of the corporation is **LORE PRODUCTIONS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 34 N.E. 11th Street, Miami, FL 33132.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of five cents (\$.05) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard H. Olson, 11900 Biscayne Blvd., Suite 808, Miami, FL 33181.

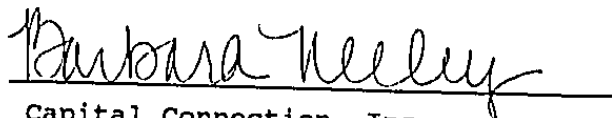
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors and president of the corporation is Daniel Lore, 34 N.E. 11th Street, Miami, FL 33132.

The undersigned has executed these Articles of Incorporation this 6th day of March, 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR -6 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: _____

LORE PRODUCTIONS, INC.

2. The name and street address of the registered agent and office is: _____

Richard H. Olsen
11900 Biscayne Blvd, Suite 808

Miami, FL 33181

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Richard H. Olsen