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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF UTAIE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PROPHET PRODUCTIONS, INC.
FAX AUDIT NUMBER: H95000001762
DATE REQUESTED: 02/13/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:29:45
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

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HW-06-1995 14132 FROM EMPIRE

TO

DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Moriham
Secretary of State

February 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PROPHET PRODUCTIONS, INC.
REF: H95000003329

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please provide complete business street addresses for the directors, officers and incorporators.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000001762
Letter Number: 895A00005408

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
PROPHET PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person for the purpose of engaging in a lawful business hereby forms a corporation in accordance with the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and hereby adopts the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be: PROPHET PRODUCTIONS, INC.

ARTICLE II. - PRINCIPAL OFFICE

The address of the principal office and the mailing address of the registered office of the corporation shall be: 1611 Northwest 16th Avenue, Miami, Florida 33125-1619.

ARTICLE III. - DURATION

The Corporation shall have perpetual existence. The date and time of commencement of corporate existence is July 1, 1993, for accounting purposes only.

This instrument prepared by:

ROBERT L. MCKINNEY, P.A.
1611 Northwest 16th Avenue
Miami, Florida 33125-1619
Phone: (305) 326-7872
Florida Bar No. 254827.

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ARTICLE IV. - PURPOSE

The Corporation is organized for the following purposes:

- A. To engage in the production, manufacturing, promotion, distribution of recordings of any and all nature and kinds and films of any and all nature and kinds.
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment of furtherance of the purposes or objectives of this corporation.
- C. For any other lawful purpose.

ARTICLE V. - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 100 shares. Such shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI. - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of corporation shall be: 1611 Northwest 14th Avenue, Miami, Florida 33125-1619. The name of the initial registered agent at such address shall be: Robert L. McKinney, Esq.

ARTICLE VII. - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders pursuant to Section 607 of the Florida Statutes, and there shall be no directors.

ARTICLE VIII. - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as a subscriber is: David McPherson (President), 1611 Northwest 14th Avenue, Miami, Florida 33125-1619.

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ARTICLE IX. - DISSOLUTION

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The Corporation may be dissolved at any time, (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-third of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

ARTICLE X. - REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process of the above-stated corporation at the place designated in this Articles of Incorporation;

I HEREBY accept to act in this capacity and agree to comply with provisions of said act relative to keeping open said office.

Robert L. McKinney
Robert L. McKinney

ARTICLE XI. - INCORPORATOR

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The business street address for the incorporator is: David McPherson, (President), 1611 Northwest 14th Avenue, Miami, Florida 33125-1619.

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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at 1611 N.W. 14th Avenue, Miami, Florida 33125, on the 10th day of February, 1995.

David McPherson
David McPherson

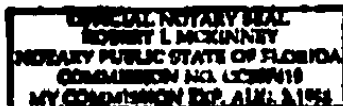
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date before me, a Notary Public, duly authorized in the state and county name above to take acknowledgements, personally appeared, DAVID MCPHERSON, known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

EXECUTED AND SEALED by me at Dade County, Florida, on the 10th day of February, 1995.

Robert L. McKinney
Notary Public

My commission expires:



FILED
FEB 10 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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