

FINANCIAL ACCOUNTING & TAX SERVICES

March 2, 1995

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

Re: KARLA PRODUCTIONS, INC.

Gentlemen,

Enclosed please find the original and one copy of Articles of Incorporation,
together with a check in the amount of \$122.50

This represents the cost of the Filing Fees, Certificate Copy of Articles on
Incorporation and Fee for Registered Agent Designation for the above named
corporation.

Please mail the certified copy of the Articles of Incorporation to:

Financial Accounting & Tax Services
5448 Hoffner Avenue, Suite 302
Orlando, Florida 32812

Very truly yours,



Ms. Adriana de Pazos
Financial Accounting
& Tax Services

Encl.

5447 Hoffner Avenue, Suite 302 - Orlando, Florida
Tel: (407) 382-9030 Fax (407) 273-0092

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ARTICLES OF INCORPORATION
OF
KARLA PRODUCTIONS, INC.

(Name of Corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KARLA PRODUCTIONS, INC.

The address of the corporation is:

2335 HOWARD DRIVE
ORLANDO, FL 32803

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issued **ONE HUNDRED** shares (100) of 1.00 Dollar(s) (**ONE**) par value Common Stock, which shall be designated "COMMON SHARES."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address on the Initial Registered Agent of this Corporation is:

Name: LUZ RIVERA MARRERO

Address: 2335 HOWARD DRIVE

City: ORLANDO State: FL Zip: 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may either increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1)

The names and addresses of the initial director(s) of the corporation are as follows

Name: LUZ RIVERA MARRERO

Address: 2335 HOWARD DRIVE

City: ORLANDO State: FL Zip: 32803

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Name: LUZ RIVERA MARRERO

Address: 2335 HOWARD DRIVE

City: ORLANDO State: FL Zip: 32803

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

Name: _____

Address: _____

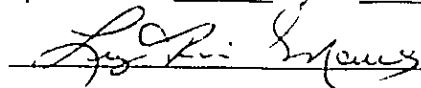
City: _____ State: _____ Zip: _____

Name: _____

Address: _____

City: _____ State: _____ Zip: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 3RD day of MARCH 1995.

 (Seal)

_____ (Seal)

_____ (Seal)

_____ (Seal)

1

before me, a Notary Public authorized to take acknowledgements in the State
and County set forth above, personally appeared

LUZ RIVERA MARRERO

known to me and known to the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that SIE____executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 3 day of MARCH 1995

Adrian, de la,

(Notary Public, State of Florida at Large)
Adriana de Pazos

Commission #: CC109864
Expiration date June 30, 1995

Proof of Id:

DRIVER'S LICENSE

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
KARLA PRODUCTIONS, INC.**

Pursuant to Florida Statutes 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of
Florida with its registered office as indicated in the Articles of Incorporation

at 2335 HOWARD DRIVE

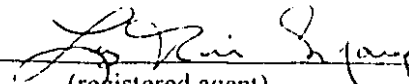
ORLANDO, FLORIDA 32803

has named LUZ RIVERA MARRERO

located at the aforesaid address, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation
at the place designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provisions of Florida Law in keeping open said
office.


(registered agent)