P9500 PHILIP J. CROYLE & ASSOCIATES ATTORNEYS AT LAW A PROFESSIONAL ASSOCIATION

PHILIP J. CROYLE, J.D.

Of Counsel RICHARD B. BARKIN

In Association with LAWRENCE SCANLON*
SCANLON & HENRETTA CO., L.P.A.

"Also admitted in Ohio

September 15, 1994

FLORIDA 1900 GLADES ROAD SUITE 401 BOCA RATON, FLORIDA 33431 (407) 750-1392 FAX (407) 750-8976

OHIO 76 S. MAIN STREET SUITE 1612 P.O. BOX 2004 AKRON, OHIO 44309-2004 (216) 376-1440

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

RE: HALL PASS PRODUCTION COMPANY

Gentlemen:

Enclosed please find two originals of the Articles of Incorporation for the above-referenced corporation.

You will also find enclosed a check payable to the Secretary of State in the amount of $\frac{122.50}{}$ to cover the filing fee.

The certified copy of the Articles of Incorporation should be mailed to the attention of the undersigned.

Very truly yours,

PHILIP J. CROYLE & ASSOCIATES

PHILIP J. CROYLE
For the Firm

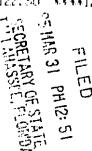
PJC/jaw

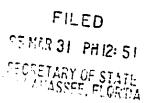
PC: Robert Cushing Greene

111

5000001445266 503/31/35-50081-500 ****122.50 ****122.50

APR 4 1995 BSB





ARTICLES OF INCORPORATION

OF

HALL PASS PRODUCTION COMPANY

ROBERT CUSHING GREENE, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HALL PASS PRODUCTION COMPANY

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITA

The maximum number of shares that this corporation is have outstanding at any one time is 1,000 shares of common stock having a \$1.000

Articles of Incorporation
HALL PASS PRODUCTION COMPANY
Page 2

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation is:

21218 St. Andrews Blvd. Boca Raton, FL 33433

The name of the initial registered agent of the corporation at that address is ROBERT CUSHING GREENE, appointed to accept service of process within the State of Florida.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors or Board of Directors.

Articles of Incorporation
HALL PASS PRODUCTION COMPANY
Page 3

ARTICLE VIII. BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the shareholders of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws

ARTICLE IX. SUBSCRIBERS

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

ROBERT CUSHING GREENE 2270 N.W. 62nd Drive Boca Raton, FL 33496

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22. C day of _______, 1994.5

ROBERT CUSHING GREENE, SUBSCRIBER

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22_Q day of 1994, by ROBERT CUSHING GREENE, President of HALL PASS PRODUCTION COMPANY, a Florida corporation, on behalf of the corporation. He is personally known to me and did take an oath.

OFFICIAL SEAL Philip J. Croyle
My Commission Expires 6/1/98
Commission #CC 377469

Notary Public

Articles of Incorporation HALL PASS PRODUCTION COMPANY Page 4

FILED 95 MAR 31 PH 12: 51

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, the place designated in these Articles, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: March 22, 1995

REGISTERED AGENT