

James W. Bauman

Attorney At Law

FILED

95 APR -6 PM 12: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

195000027804

March 31, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32304

Re: BURLINGGAME PRODUCTIONS, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

James W. Bauman
James W. Bauman, Esq.

/hm
Enclosures

APR 7 1995 BSB

000001447560
-04/05/95--01013--007
****122.50 ****122.50

**ARTICLES OF INCORPORATION
OF
BURLINGAME PRODUCTIONS, INC.**

FILED
95 APR -6 PM 12: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

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

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

225 Country Club Drive
Largo, Florida 34641

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 2,000 shares of common stock having a par value of \$.50.

ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. In addition, and more specifically, this Corporation shall function in the sale and marketing of bar promotional supplies and novelty items.

ARTICLE V

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall

be:

James W. Bauman
1008 Drew Street
Clearwater, Florida 34615

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than three.

ARTICLE VIII

The names of the initial directors of this Corporation and their street addresses are:

Scott E. Jones
225 Country Club Drive
Largo, Florida 34641

Donald Marsh
15182 Verona Avenue, #A
Clearwater, Florida 34620

James W. Bauman
1008 Drew Street
Clearwater, Florida 34615

ARTICLE IX

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

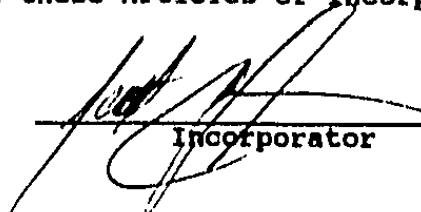
Scott E. Jones
225 East Bay Drive
Largo, Florida 34641

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain

amendment of these Articles of Incorporation be made.

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



Incorporator

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared SCOTT E.
JONES, to me known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
these Articles of Incorporation on the ____ day of March, 1995.

Notary Public

Print name

My commission expires:

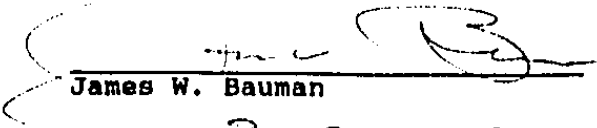
CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT/REGISTERED OFFICE

FILED
05 APR -6 PM 12 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident agent/registered office in the State of Florida.

1. The name of the corporation is BURLINGAME PRODUCTIONS, INC.
2. The name and address of the resident/registered agent and office is:

James W. Bauman
1008 Drew Street
Clearwater, Florida 34615


James W. Bauman

3-23-85
Date

HAVING BEEN NAMED AS RESIDENT 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.


Resident Agent

3-23-85
Date