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G. CRAIG SORIA

Fax # 813-954-4542

March 27, 1995

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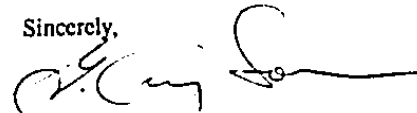
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Secretary of State
State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32301

In Ref: DOUG SMITH PRODUCTIONS, INC.

Please find enclosed herewith the original and one copy of the Articles of Incorporation of the above-named corporation. Please file the original with the records of the State of Florida and certify and return the copy of this office. A check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee is attached. I remain

Sincerely,



G. CRAIG SORIA

GCS.pw
Encl

NANCY HENDRICKS APR 13 1995

**ARTICLES OF INCORPORATION
OF**

DOUG SMITH PRODUCTIONS, INC.

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

ARTICLE I

The name of this corporation is: DOUG SMITH PRODUCTIONS, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.

ARTICLE V

The initial street address of the Corporation's registered office is 1701 Sandlewood Drive, Sarasota, Florida, and the name of the Corporation's initial registered agent at such address is Douglas Smith. The principal office of the corporation is located at 1701 Sandlewood Drive, Sarasota, Florida 34231.

ARTICLE VI

This Corporation shall have no Directors. The business of the Corporation shall be managed by the stockholders.

ARTICLE VII

The name and street address of the Incorporator is:

DOUG SMITH
1701 SANDLEWOOD DRIVE
SARASOTA, FLORIDA 34231

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FALL 1995

ARTICLE VIII

After adoption of the initial bylaws of the stockholders, bylaws may be adopted, amended or repealed by the stockholders of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation in Sarasota, Florida, this 31st day of MARCH, 1995.


DOUG SMITH

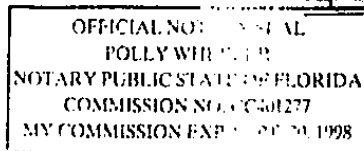
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared DOUG SMITH, well known to me to be the individuals described in and who executed the foregoing Instrument in writing and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 31st day of MARCH, 1995.

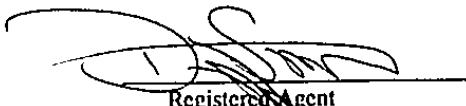
My Commission Expires:




Notary Public

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

The undersigned individual having been named as Registered Agent for the above-stated Corporation in ARTICLE IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Offices.


Registered Agent
Doug Smith