

MY 50000 35473

INFANTINO AND BERMAN
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Winter Park, Florida
32790-0080

April 28, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001470438
-05/02/95--01053--001
****245.00 ****122.50

Re: Heatwave Productions, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB
Enclosures

DMC 5/5/95

FILED
95 MAY -1 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAY -1 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is Heatwave Productions, Inc.

ARTICLE II

The principal office and mailing address of the corporation is
2220 Earleaf Court, Longwood, Florida 32779.

ARTICLE III

The number of shares the corporation is authorized to issue is
10,000 common, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of
future distributions of stock. The board of directors shall have
the authority to fix the procedures for exercising such rights at
the time of future distributions of stock.

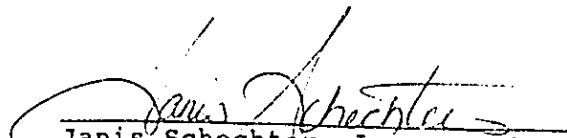
ARTICLE V

The street address of the corporation's initial registered
agent is 180 S. Knowles Ave., Winter Park, Florida 32789, and the
corporation's initial registered agent is Jed Berman.

ARTICLE VI

The name and address of the Incorporator is Janis Schechter,
2220 Earleaf Court, Longwood, Florida 32779.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand
and seal on April 24, 1995.


Janis Schechter, Incorporator

FILED

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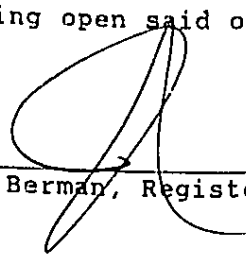
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS BE SERVED. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. 48.091, the following is submitted in compliance thereof.

That Heatwave Productions, Inc. desiring to organize under the laws of the State of Florida, has named Jed Berman, located at 180 S. Knowles Ave., Winter Park, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for Heatwave Productions, Inc., at the place designated in this certificate, I hereby accept said designation and agree to comply with the statutory requirement relevant to keeping open said office.


Jed Berman, Registered Agent