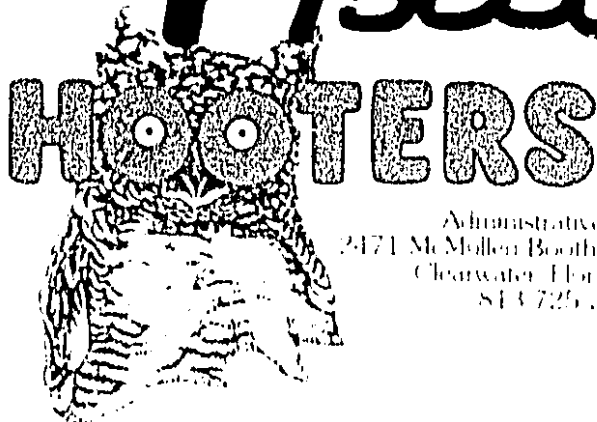


P95000035567



Administrative Office
2471 McMullen Booth Road, Suite 316
Clearwater, Florida 34619
813 725 2551

FILED
95 MAY -1 PM 3:57
SEAL
TALLAHASSEE, FLORIDA

April 25, 1995

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

11000014 210210
495/01/95-01102-013
444122.50 444122.50

Re: Black Pearl Productions, Inc.

Gentlemen:

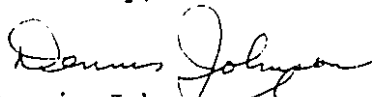
I am enclosing herewith an original and one copy of the Articles of Incorporation for the above referenced corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

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

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

Your prompt attention to this matter is greatly appreciated.

Sincerely,


Dennis Johnson

DJ/lg
Enclosures

PPC
5-5

ARTICLES OF INCORPORATION
OF
BLACK PEARL PRODUCTIONS, INC.

FILED
95 MAY -1 PM 3:56
SECRET
TALLAHASSEE, FLORIDA

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this corporation is Black Pearl Productions, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal address of this corporation is:

2471 McMullen Booth Road, Suite 313
Clearwater, Florida 34619

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Dennis Johnson

Address: 2471 McMullen Booth Road, Suite 313
Clearwater, FL 34619

ARTICLE V.

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or

diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Roy B. Pearl	8131 New LaGrange Road Louisville, KY 40222
Donald Blackburn	8131 New LaGrange Road Louisville, KY 40222
Dennis Johnson	2826 Kavalier Drive Palm Harbor, FL 34684
Neil G. Kiefer	10451 Longwood Drive Largo, FL 34647

ARTICLE VI.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Dennis Johnson
Address: 2471 McMullen Booth Road, Suite 313
Clearwater, FL 34619

ARTICLE VII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 25th day of April, 1995, for the purpose of organizing this corporation under the laws of the State of Florida.


Dennis Johnson

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 provision of said Act relative to keeping open said office.



Dennis Johnson

Dated: April 25, 1995

FILED
95 MAY - 1 PM 3:58
TALLAHASSEE, FLORIDA