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MIAMI, FLORIDA 33131

May 12, 1995

Secretary of State
State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

800001487638
-05/15/95--01081--013
*****70.00 *****70.00

Re: *Incorporation of Gap Productions Inc.*

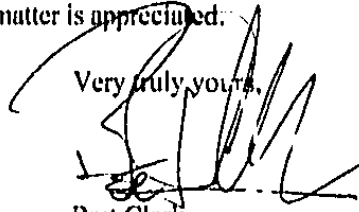
Dear Secretary of State:

Enclosed with this letter is the original of the *Articles of Incorporation for Gap Productions Inc.* and the required filing fee of \$70. Please acknowledge the filing of the articles by return mail at your earliest convenience.

If you have any questions please do not hesitate to call or write.

Your prompt attention to this matter is appreciated.

Very truly yours,



Bret Clark

Enclosure

BSC/pa

Dmc 5/16/95

FILED
95 MAY 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GAP PRODUCTIONS, INC.

FILED
95 MAY 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME & DURATION

The name of this corporation shall be **Gap Productions, Inc.** This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock which shall be designated as "common shares".

ARTICLE IV. REGISTERED AGENT & OFFICE

The initial registered agent of this corporation shall be **Bret Clark, Esquire**. The principle office of the corporation shall be: **2618 Collins Avenue #336, Miami Beach, Florida 33140.**

ARTICLE V. BOARD OF DIRECTORS

This corporation shall have 3 directors constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws duly adopted by this corporation. The names and addresses of the Initial Board of Directors are as follows:

Guy Stincheomb
2618 Collins Avenue #336
Miami Beach, Florida 33140

Patrick Stincheomb
2618 Collins Avenue #336
Miami Beach, Florida 33140

Anthony Stincheomb
2618 Collins Avenue #336
Miami Beach, Florida 33140

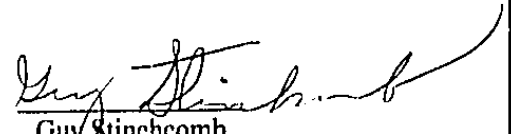
ARTICLE VI. INCORPORATOR

The name and address of the Incorporator signing these articles is: **Guy Stincheomb, 2618 Collins Avenue #336, Miami Beach, Florida, 33140.**

ARTICLE VII. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors of the corporation.

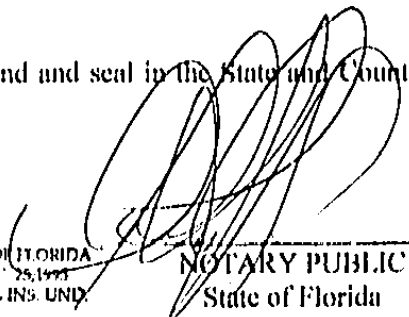
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 11th day of May, 1995.


Guy Stincheomb
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **Guy Stinchcomb**, known to be the person who executed the foregoing Articles of Incorporation and whom exhibited a valid Florida's Driver's license, number: 5352-280-61-173-0 and he acknowledged before me that he executed these Articles of Incorporation.

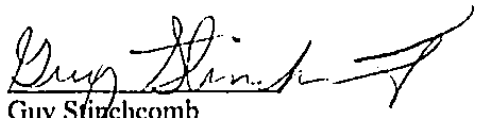
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11th day of May, 1995.


NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 25, 1995
BONDED THROUGH GENERAL INS. UND.
NOTARY PUBLIC
State of Florida

CERTIFICATE OF REGISTERED AGENT

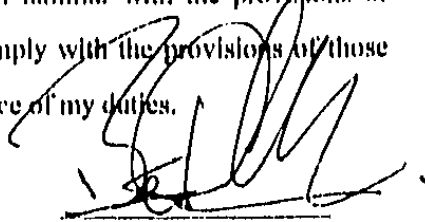
In compliance with Florida Statutes Chapter 48 and 607, **Gap Productions, Inc.**, desiring to organize and qualify under the laws of the State of Florida, has named **Bret Clark, Esquire** as its Registered Agent for acceptance of service of process at the following address, which constitutes its registered office for that purpose as hereinbefore set forth: **Suite 830, 21 Southeast 1st Avenue, Miami Florida, 33131.**

Dated this 11th day of May, 1995.


Guy Stinchcomb
Incorporator &
Director

Having been named to accept service of process for Clap Productions, Inc., the above named corporation, at the place designated in this certificate, I hereby accept to act as registered agent and otherwise in that capacity, am familiar with the provisions of Florida Statutes Chapter 48 and 607, and agree to comply with the provisions of those statutes, and all others concerning the proper performance of my duties.

Dated this 11th day of May, 1995.



Bret Clark, Esquire
Registered Agent