

**P95000052243**  
LAW OFFICES  
**TAYLOR, BRION, BUKER & GREENE**  
ESTABLISHED 1908

H. H. TAYLOR (1882-1981)

GEORGE F. ALLEN  
LEILA D. ANDERSON  
JOHN B. ANDREWS, JR.  
PETER C. BIANCHI, JR.  
KENNETH M. BLOOM  
DAVID S. BOWMAN, JR.  
WILBUR E. BREWTON, JR.  
MURRAY H. DUBBIN  
HAROLD L. GREENE  
MICHAEL E. HILL  
JOEL N. MINER, JR.  
W. DOUGLAS MOODY, JR.  
GERALD W. MOORE, JR.  
JAMES W. MOORE, JR.  
THOMAS J. PALMIERI  
J. ED RANTALEON  
ROBERT J. PATERNIO  
KELLY BREWTON PLANTE  
GARY L. RUDOLF, JR.  
ANTHONY P. SANCHEZ  
KARL J. SCHUMER  
ROBERT S. SINGER  
THOMAS J. SKOLA  
HENRY H. TAYLOR, JR.  
ARNALDO VELEZ  
R. BRUCE WALLACE

OF COUNSEL  
P. TRISTAN BOURGOIGNIE  
FRANK D. HALL  
BURTON HARRISON  
A. STEPHEN KOTLER  
ROBERT A. SPOTTSWOOD, JR.

June 29, 1995

PLEASE REPLY TO

Miami

FOURTEENTH FLOOR  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131-8900  
TELEPHONE (305) 377-6700  
TELECOMPER (305) 371-4578

POST OFFICE BOX 1188  
225 SOUTH ADAMS STREET, SUITE 250  
TALLAHASSEE, FLORIDA 32308-3188  
TELEPHONE (904) 222-7717  
TELECOMPER (904) 222-3494

BARNETT BANK PLAZA, 18TH FLOOR  
ONE EAST BROWARD BOULEVARD  
FT. LAUDERDALE, FLORIDA 33301-1808  
TELEPHONE (305) 222-6700  
TELECOMPER (305) 222-6711

500 FLEMING STREET  
KEY WEST, FLORIDA 33040-1900  
TELEPHONE (305) 292-1776  
TELECOMPER (305) 292-1902

2801 PONCE DE LEON  
SUITE 707  
CORAL GABLES, FLORIDA 33134-6994  
TELEPHONE (305) 448-7577  
TELECOMPER (305) 448-9944

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

Re: Serpe Productions, Inc.

Gentlemen:

Enclosed for filing are Articles of Incorporation of Serpe Productions, Inc. together with this firm's check in the amount of \$122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,

*Amada Gonzalez*  
Amada Gonzalez  
Secretary to  
Gerald W. Moore

/ag  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

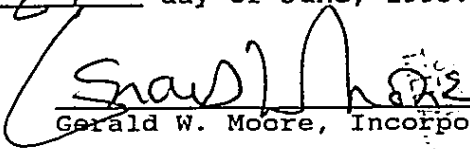
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## ARTICLES OF INCORPORATION

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 this corporation is:
- SERPE PRODUCTIONS, INC.
- ARTICLE II: The principal office and mailing address of the corporation shall be: 801 Brickell Avenue, Fourteenth Floor, Miami, FL 33131.
- ARTICLE III: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- ARTICLE IV: The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- ARTICLE V: The name of the initial registered agent, and the street address of the initial registered office, of the corporation are: Gerald W. Moore, 801 Brickell Avenue, Fourteenth Floor, Miami, FL 33131.
- ARTICLE VI: The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is: Gerald W. Moore, 801 Brickell Avenue, Fourteenth Floor, Miami, FL 33131.
- ARTICLE VII: The name and address of the Incorporator of the corporation is: Gerald W. Moore, 801 Brickell Avenue, Fourteenth Floor, Miami, FL 33131.
- ARTICLE VIII: The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of June, 1995.

  
Gerald W. Moore, Incorporator

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STATE OF FLORIDA     )  
                              ;  
COUNTY OF DADE     )

Before me, notary public authorized to take acknowledgements in the State and County seat above, personally appeared Gerald W. Moore, personally known to me and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of June, 1995.

My commission expires: Aug. 17/95

W. L. P. L. C.  
Notary Public W. L. P. L. C.  
State of Florida CC 127062

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Gerald W. Moore  
Gerald W. Moore

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TALLAHASSEE, FLORIDA