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HELWIG & FAGAN, P.A.
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June 28, 1995

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

Re: Prescott Productions, Inc.

Dear Sir/Madam:

I have enclosed the original and a copy of the Articles of Incorporation of Prescott Productions, Inc., to be filed with the Florida Department of State.

Also enclosed is my check in the amount of \$122.50 for the cost of filing the Articles and a certified copy of same. Please return the certified copy to me at my new address, effective March 1, 1995, as follows:

Helwig & Fagan, P.A.
One San Jose Place, Suite 31
Jacksonville, Florida, 32257

Thank you for your assistance in this matter and please do not hesitate to call me should you have any questions or require anything further.

Very truly yours,


GRIFFIN HELWIG

GH/abc
Encl.

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FILED
95 JUL -3 AM 11:28
TALLAHASSEE, FLORIDA

7-10-95
10/16/95

ARTICLES OF INCORPORATION
OF
PRESCOTT PRODUCTIONS, INC.

FILED
95 JUL -3 AM 11:28
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is PRESCOTT PRODUCTIONS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 11832 Loretto Square Drive, South, Jacksonville,

Florida, 32223. The name of the initial registered agent and address of the registered agent for the corporation is JOHN C. PRESCOTT, III, 11832 Loretto Square Drive, South, Jacksonville, Florida, 32223.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of three (3) members who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| John C. Prescott, III | 11832 Loretto Square Dr., S. Jacksonville, Florida 32223 |
| Hugh McNiel | 1009 Georgia Street, #24 Huntington Beach, CA 92648 |
| Bill Potoff | 116 Mineola Court Boulder, Colorado 80303 |

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|---|
| John C. Prescott, III | 11832 Loretto Square Dr., S. Jacksonville, Florida 32223 |

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

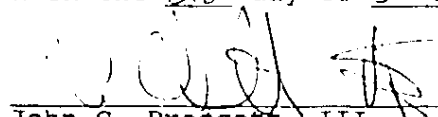
ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 28 day of June, 1995.



John C. Prescott, III

STATE OF FLORIDA
COUNTY OF DUVAL

FILED
95 JUL -3 AM 11:29
NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on the 1st day of July, 1995, by JOHN C. PRESCOTT, III, who is personally known to me or produced proper identification as identification.



CHIEF CLERK
My Commission Expires Jan. 25, 1997
Bonded by AFIS
800.852.5878

[Signature]
Notary Public, State of Florida

[Signature]
Name of Notary Public Typed,
Printed or Stamped

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of PRESCOTT PRODUCTIONS, INC.

[Signature]
John C. Prescott, III