

AFFORDABLE PARALEGAL SERVICES

Telephone (407) 636-0021 Pager (407) 941-1582

Mailing: Post Office Box 141 Sharpes, Florida 32959 June 30, 1995 Office: 817 Dixon Blvd., Sulte 12A Cocoa, Florida 32922

Department of State Division of Corporations Corporate Records Bureau Post Office Box 6327 Tallahassee, Florida 32301

RE: OUTER LIMITS PRODUCTION, INC.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Outer Limits Productions, Inc. Please file the original and return a certified copy to the undersigned at the address below.

Also enclosed is check #648 in the amount of \$122.50.

On June 30, 1995, the name availability was checked with your office for Outer Limits Production, Inc. and was confirmed as being available. Please apply the check for \$122.50 for this name.

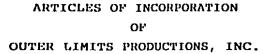
Sincerely,

Leslie Pittman

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Enclosure

B. RECHOTER JUL 1 1 1995





The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be OUTER LIMITS PRODUCTIONS, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation shall be perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

OUTER LIMITS PRODUCTIONS, INC. also may own, buy and sell parts or all of other businesses, real estate and investments; onduct research; develop equipment; design, construct, own, sell and lease equipment; and hold patents. OUTER LIMITS PRODUCTIONS, INC., may do writing of all types, including printing, publishing, distributing, buying and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is 100 shares, all of which shall be common shares with no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 226 West King Street, Cocoa, Florida 32922, and the name of the Registered Agent is DENNIS P. LANE.

ARTICLE SIX: DIRECTORS: The Board of Directors of the corporation shall consist of no less than one (1) and no more than four members. The names and addresses of the initial Board of Directors are:

Randy Johnson - Pres. 206 Highway A1A Satollite Beach, FL 32937

Thomas Guder - Treas. 1419 Floyd Drive Rockledge, FL 32955 Christopher Milnes, II - V. Pres. 276 Polk Avenue Cape Canaveral, FL 32920

Dennis P. Lane - Secy. 1419 Floyd Drive Rockledge, FL 32955

ARTICLE SEVEN: INCORPORATORS: The incorporator(s) of the corporation and the subscriber to these Articles of Incorporation is/are:

Randy Johnson 206 Highway A1A Satellite Beach, FL 32937

Thomas Guder 1419 Floyd Drive Rockledge, FL 32955 Christopher Milnes, II 276 Polk Avenue Cape Canaveral, FL 32920

Dennis P. Lane 1419 Floyd Drive Rockledge, FL 32955

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation is: 226 West King Street, Cocoa, Florida 32922 and the mailing address is the same.

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

OUTER LIMITS PRODUCTIONS, INC., a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates DENNIS P. LANE whose address is 226 West King Street, Cocoa, Florida 32922 as its Registered Agent and Registered Office for the service of process as required by law.

ACCEPTANCE

I, DENNIS P. LANE, of 226 West King Street, Cocoa, Florida 32922, having been named in the foregoing Designation of Registered Agent by OUTER LIMITS PRODUCTIONS, INC., a Florida corporation, and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

DENNIS P. LANE, Registered Agent

DATED this 30 day of June, 1995.	SECRETARY OF PARTY OF
IN WITNESS WHEREOF, I have subscribed my name this of, 1995.	30 day

RANDY JOHNSON Incorporator

CHRISTOPHER MILNES, II, Incorporator

CHRISTOPHER MILNES, II, Incorporator

THOMAS GUDER, Incorporator

DENNIS P. LANE, Incorporator

Secretary of State

January 23, 1997

OUTER LIMITS PRODUCTIONS, INC. 226 W KING STREET COCOA, FL 32922

SUBJECT: OUTER LIMITS PRODUCTIONS, INC.

Ref. Number: P95000053374

Debit Memo #: 72136-B

This is to inform you that your check #1182 in the amount of \$61.25 and submitted for the amended annual report of OUTER LIMITS PRODUCTIONS, INC. has been returned to us by your bank because of NON-SUFFICIENT FUNDS.

We request that you remit a cashier's check or money order in amount of \$76.25 made payable to the Department of State. This amount will cover the unpaid fees and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please refer to the debit memo number listed above and state that it is a replacement for the returned check mentioned above.

Please note that the documents filed by this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations Attn: Pat Bailey P.O. Box 6327 Tallahassee, FL 32314

If you have any questions concerning this matter, please call (904) 487-6057.

Sincerely, Pat Bailey Accountant I Division of Corporations

Letter number: 397A00000855



March 5, 1997

OUTER LIMITS PRODUCTIONS, INC. 226 W KING STREET COCOA, FL 32922

SUBJECT: OUTER LIMITS PRODUCTIONS, INC. Ref. Number: P95000053374

Due to your failure to respond to our previous letter, your Annual Report for OUTER LIMITS PRODUCTIONS, INC. has been cancelled and is considered not filed as of March 5, 1997. Debit Memo #: 72136-B

Please refer to our previous letter advising you of the returned check.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey Accountant I Letter Number: 797A00011413

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