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CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P. A.

ATTORNEYS AT LAW

ONE STARBUCKS PLACE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679	THIRTY-THREE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679	THIRTY-THREE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679	THIRTY-THREE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679	THIRTY-THREE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679	THIRTY-THREE PO BOX 12345 TAMPA, FLORIDA 33601 TEL 813 234 5678 FAX 813 234 5679
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PLEASE REPLY TO:

Tampa

VIA PRIORITY MAIL

September 1, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SEP 1 1995
TALLAHASSEE, FLORIDA

Re: Killing Floor Productions, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for Killing Floor Productions, Inc., for filing with the Department of State. Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees and certified copy.

After the corporation has been incorporated, please return the certified copy of the Articles of Incorporation to my attention. A self-addressed envelope is enclosed for your convenience.

Should you have any questions or comments, please do not hesitate to contact me at (813) 223-7000. Thank you for your assistance with this matter.

Sincerely,

Linda L. Fleming
Linda L. Fleming

Enclosures

SEP 7 1995 BSB

FILED
SEP 5 PM 2:41
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
KILLING FLOOR PRODUCTIONS, INC.**

FILED
95 SEP -5 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is Killing Floor Productions, Inc. (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 1909 N. 15th Street, Tampa, Florida 33605.

ARTICLE III

Shares

The Corporation shall have authority to issue 1,000 common shares with a par value of \$1.00 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is One Harbour Place, 6th Floor, Tampa, Florida 33602 and the name of its initial registered agent at that address is Gwynne A. Young.

ARTICLE V

Incorporator

The name of the incorporator is Gwynne A. Young and her address is One Harbour Place, 6th Floor, Tampa, Florida 33602.

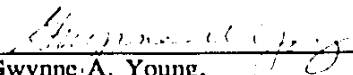
ARTICLE VI
Initial Directors

The Corporation initially shall have three directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
Gay Culverhouse	1909 N. 15th Street Tampa, Florida 33605
Jefferey S. Fairbanks	1909 N. 15th Street Tampa, Florida 33605
Richard P. Lintzenich	1909 N. 15th Street Tampa, Florida 33605

Dated this 1st day of September, 1995.

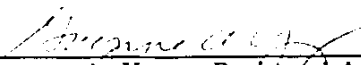
KILLING FLOOR PRODUCTIONS, INC.

By: 
Gwynne A. Young,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 1st day of September, 1995.


Gwynne A. Young, Registered Agent