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McCLANE PROFESSIONAL ASSOCIATION

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ORLANDO, FLORIDA 32804

J. BROCK McCLANE

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August 31, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SEP - 6 PM 12:41
TALLAHASSEE, FLORIDA

Re: Registration of Q-UP PRODUCTIONS, Inc.

Dear Sir/Madam:

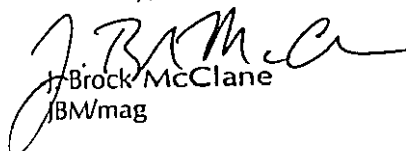
Please accept the enclosed check in the amount of \$132.50 for the filing of Articles of Incorporation of a new Florida corporation by the name of Q-UP PRODUCTIONS, Inc., designation of registered agent and certification of the articles of incorporation.

The breakdown of the amounts for which the check is written is as follows:

1) Filing of Articles of Incorporation:	\$35.00
2) Designation of Registered Agent	\$35.00
3) Certified Copy of Articles- Please return to us after filing.	<u>\$52.50</u>
	\$132.50

Thank you for your assistance.

Cordially,


J. Brock McClane
JBW/mag

SEP 12 1995 BSB

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-09/07/95--01062--007
****132.50 ****132.50

cc: Q-UP PRODUCTIONS, Inc.

09/07/95 10:00 AM

ARTICLES OF INCORPORATION
OF
Q-UP PRODUCTIONS, Inc.

FILED
95 SEP -6 PM 12:42
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be Q-UP PRODUCTIONS, Inc.

ARTICLE II - Business and Activities

Q-UP PRODUCTIONS, Inc. may be, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, Q-UP PRODUCTIONS, Inc. is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. The authorized capital stock of Q-UP PRODUCTIONS, Inc. and the maximum number of shares of stock that Q-UP PRODUCTIONS, Inc. is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which Q-UP PRODUCTIONS, Inc. shall come into existence shall be the date of filing, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1630 Riveredge Road, Oviedo, Florida 32765 and the name of the initial registered agent of Q-UP PRODUCTIONS, Inc. at that address is Raynard Quarles. The principal office shall be the same as the registered office.

ARTICLE VI - Directors

- A. The initial number of Directors of Q-UP PRODUCTIONS, Inc. shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of Q-UP PRODUCTIONS, Inc.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving Q-UP PRODUCTIONS, Inc. in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office as long as permitted by these Articles and the By-Laws of Q-UP PRODUCTIONS, Inc. are:

NAME

STREET ADDRESS

RAYNARD QUARLES 1630 Riveredge Road, Oviedo, FL 32765

F. Any Directors may be removed from office by the holders of a majority of the stock entitled to vote thereon and any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders, provided, however, that the initial Directors named and appointed in Paragraph E of this Article may only be removed by a supermajority vote of 4/5 of the Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator(s)

The names and street addresses of the incorporators signing these Articles are:

NAME

STREET ADDRESS

RAYNARD QUARLES 1630 Riveredge Road, Oviedo, FL 32765

ARTICLE VIII - Lost or Destroyed Certificates

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of Q-UP PRODUCTIONS, Inc.


ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of Q-UP PRODUCTIONS, Inc. provided, however, that any By-Laws adopted by the Directors which are inconsistent with the By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

Every Shareholder, upon the sale or resale of any stock of Q-UP PRODUCTIONS, Inc. of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation
this 5th day of September, 1995.


Raynard Quarles
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of September,
1995, by Raynard Quarles, who is personally known to me or who has produced _____
as identification and did (did not) take an oath.



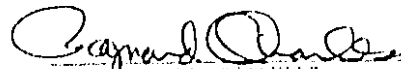
L. BROCK MCCLANE
My Commission CC443006
Expires Mar. 02, 1999
Bonded by HAI
800-422-1888


NOTARY - Comm. # _____

L. Brock McClane
Typed/Printed Name of Notary
My commission expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Initial Registered agent of Q-UP PRODUCTIONS, Inc.



RAYNARD QUARLES
1630 Riveredge Road
Oviedo, Florida 32765
Telephone: (407) 365-5781

c/v QuarlesQuarles Inc

FILED
95 SEP -6 PM 12:12
CLERK OF DISTRICT COURT
JULIA H. HARRIS

