

Judy A. Lewis
 (Requestor's Name)
 4101 White Heron Dr.
 (Address)
 Orlando FL 32808
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

P96000003386

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Rae Productions, Inc.
 (Corporation Name) / (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	<input checked="" type="checkbox"/>
NonProfit	<input type="checkbox"/>
Limited Liability	<input type="checkbox"/>
Domestication	<input type="checkbox"/>
Other	<input type="checkbox"/>

AMENDMENTS	
Amendment	<input type="checkbox"/>
Resignation of R.A., Officer/Director	<input type="checkbox"/>
Change of Registered Agent	<input type="checkbox"/>
Dissolution/Withdrawal	<input type="checkbox"/>
Merger	<input type="checkbox"/>

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OTHER FILINGS	
Annual Report	<input type="checkbox"/>
Fictitious Name	<input type="checkbox"/>
Name Reservation	<input type="checkbox"/>

REGISTRATION/QUALIFICATION	
Foreign	<input type="checkbox"/>
Limited Partnership	<input type="checkbox"/>
Reinstatement	<input type="checkbox"/>
Trademark	<input type="checkbox"/>
Other	<input type="checkbox"/>

JAN 10 1996 BSB

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
RAE PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, natural persons competent to contract, for the purposes of the forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

ARTICLE ONE: NAME - The name of the proposed corporation is: RAE PRODUCTIONS, INC.

ARTICLE TWO: DURATION - The duration of the corporation is perpetual.

ARTICLE THREE: PURPOSE OF BUSINESS - The corporation may engage in any activity or business permitted under the Florida General Corporation Act.

ARTICLE FOUR: CAPITALIZATION - The aggregate number of shares of stock which the corporation shall have authority to issue is one-hundred (100) shares which shall be common stock having no par value. Each share shall have one vote on all business affairs of the corporation, at any business meeting.

ARTICLE FIVE: PRINCIPLE OFFICE OF THE CORPORATION AND THE REGISTERED AGENT - The registered agent and principal office of the corporation shall be: Judy A. Lewis, 4101 White Heron Dr., Orlando, Florida 32808.

ARTICLE SIX: DIRECTORS AND PRINCIPAL OFFICERS- The number of directors and/or principle officers off this corporation is unknown. The name and address of directors and/or principal

officers, which shall constitute the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected, qualified and sworn to uphold the by-laws are: Judy A. Lewis, 4101 White Heron Dr., Orlando, FL 32808.

ARTICLE SEVEN: BY-LAWS - The Board of Directors or their designees shall enact a set of by-laws in which to govern the business affairs of the corporation within one (1) year of the first Director coming to office. Once ratified by a majority of all share holders any change or amendment will require a majority vote of the voting share holders attending the annual or special meeting called for this purpose.

ARTICLE EIGHT: Name and street address of the incorporator of these Articles of Incorporation is Lori Noel, Paralegal, P.O. Box 547272, Orlando, Florida 32854.

ARTICLE NINE: The power to adopt, alter, amend, or appeal the By Laws of the corporation shall be reserved to and vested in the shareholders of the corporation.

ARTICLE TEN: The corporation shall indemnify any person who was or is a party or is threatened to be a party to any pending or completed action, suit or proceedings, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust, other enterprise; against expenses (including attorney's fees), judgements, fines, and

amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith or in such a manner he or she believed to be in or not apposed to the best interest of the corporation, and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure judgement in its favor, no indemnification shall be made in respect to any claim issue, or matter as to which such person is adjudged liable for the negligence or misconduct in the performance of his duty to the corporation, and only to the extent that, the court and which such action as suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all circumstances of the case. Any indemnification hereinunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgement, order, settlement, eviction, or on a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination

that the office, director, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

B. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceedings, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him or her in connection therewith the necessity of an independent determination that such director, officer, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

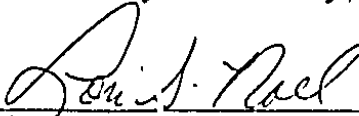
D. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the

shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within 3 months from the date of such payment, and in any event within 15 months from the date of such payment, delivered by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time such payment of the litigation or threatened litigation.

ARTICLE ELEVEN: These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders meeting by majority of the stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS whereof, we have executed these ARTICLES OF INCORPORATION in duplicate on this 5th day of January, 1996.




Lori S. Noel, Incorporator
P.O. Box 547272
Orlando, Florida 32854
(407) 422-0056

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RAE PRODUCTIONS, INC.
2. The name and address of the registered agent and office is: Judy A. Lewis
4101 White Heron Dr.
Orlando, FL 32808



Lori Noel/Incorporator
P.O. Box 547272
Orlando, FL 32854
Date: 1/5/96

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature _____

Date 1/5/96

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