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LAW OFFICES  
*Richard P. Greene, P.A.*

INTERNATIONAL BUILDING  
2455 EAST SUNRISE BOULEVARD  
SUITE 905  
FORT LAUDERDALE, FLORIDA 33304

TELEPHONE: (305) 864-6616  
FAX: (305) 861-0897

RECEIVED  
-12/13/95--01025--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

December 11, 1995

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

RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314  
12/13/95

Re: Moonlight Productions, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Articles. Also enclosed is a check for \$70.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Incorporation to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

*Richard P. Greene*

Richard P. Greene  
For the Firm

RPG\evb  
Enclosures

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789-502-672  
W95-24454

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LAW OFFICES  
*Richard P. Greene, P.A.*  
INTERNATIONAL BUILDING  
2455 EAST SUNRISE BOULEVARD  
SUITE 905  
FORT LAUDERDALE, FLORIDA 33304  
TELEPHONE: (305) 564-0610  
FAX: (305) 561-0387

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 12 AM 11:42

January 8, 1996

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

Re: Moondance Productions, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to resubmit the enclosed Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Articles. Also enclosed is a copy of your letter dated December 15, 1995. Please send a copy of the filed Articles of Incorporation to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

*Richard P. Greene*

Richard P. Greene  
For the Firm

RPG\evb  
Enclosures

C:\RPG-1\Moondance\Articles.Ltr



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

96 JAN 12 AM 11:42

December 15, 1995

RICHARD P. GREENE, P.A.  
INTERNATIONAL BUILDING  
2455 EAST SUNRISE BLVD. #905  
FORT LAUDERDALE, FL 33304

SUBJECT: MOONLIGHT PRODUCTIONS, INC.  
Ref. Number: W95000024454

We have received your document for MOONLIGHT PRODUCTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 195A00054277

RECEIVED DEC 20 1995

**ARTICLES OF INCORPORATION  
OF  
MOONDANCE PRODUCTIONS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 12 AM 11:42

**THE UNDERSIGNED**, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**WITNESSETH:**

**ARTICLES I  
NAME AND ADDRESS**

The name and address of the principal office and/or mailing address of the Corporation is as follows:

**Moondance Productions, Inc.  
8131 NW 3rd Place  
Coral Springs, Florida 33071**

**ARTICLE II  
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III  
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLES IV  
CAPITAL STOCK**

This Corporation is authorized to issue 7,500,000 shares of \$.001 par value common stock.

Prepared by:  
Richard P. Greene, P.A.  
Richard P. Greene, Esquire  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304  
(305) 564-6616  
Florida Bar Number: 504378

**ARTICLE V**  
**QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 2455 East Sunrise Boulevard, Suite 905, Fort Lauderdale, Florida 33304 and the name of the initial registered agent of this Corporation at such address is Richard P. Greene, P.A.

**ARTICLES VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Kevin Malcolm  
8131 NW 3rd Place  
Coral Springs, Florida 33071

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Corporation's incorporator is:

Richard P. Greene  
2455 East Sunrise Boulevard, Suite 905  
Fort Lauderdale, Florida 33304

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

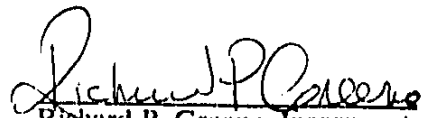
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLE X**  
**LIMITATION ON SHAREHOLDER SUITS**

96 JAN 12 AM 11:42

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 8th day of December, 1995.



Richard P. Greene, Incorporator  
2455 East Sunrise Boulevard, Suite 905  
Ft. Lauderdale, Florida 33304

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

RICHARD P. GREENE, P.A.

By:   
Richard P. Greene, Esq., President