

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Handwritten: AH, 1/29/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Dew _____

WALK-IN 1/29 2:00
 Will Pick Up

RE: Seam Hedgepeth, Inc.

INC.

96 JAN 29 PM 1:16
 O.C. FEE. DISBURSED

Sec. of State
 TALLAHASSEE, FLORIDA

Capital Expense _____
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) Photo _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U B. _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

800001700248
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UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s. Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

J. & M. Productions, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **J. & M. Productions, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1414 Jamaica Road, Marco Island, FL 33937.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$10.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William F. Jureit, 1715 Sea Fair Drive, St. Augustine, FL 32084.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

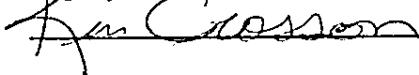
The name and address of the initial Board of Directors of the corporation is Leslie L. Jureit - President & Director, 1414 Jamaica Road, Marco Island, FL 33937.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and director that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 29th day of January 1996.

"Capital Connection, Inc. by Kim Crosson, Client Representative"

_____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: J. & M. Productions, Inc.

2. The name and street address of the registered agent and office is: William F. JUREIT

1715 Sea Fair Dr.

St. Augustine, FL 32084

HAVING BEEN NAMED AS 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..

William F. Jureit

P960000008858

August 11, 1958

TO DIVISION OF CORPORATIONS

FROM: LESLIE JURET
J & M PRODUCTIONS, INC.

RE: Document # P96000008858

As requested, I am providing your office with our new corporate mailing address.
Our new address is: 3197 60th STREET SW
NAPLES, FL 34116

Thank you.

Rec'd