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REPLY TO:
P. O. BOX 2183
PALM BEACH, FLORIDA 33480-2183

January 24, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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-01/30/96--01059--019
****122.50 ****122.50

RE: Family Jewels Productions, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3624 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely,


H. Bryant Sims

HBS/gch
Enclosures

AL FEB - 2 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JAN 29 PM 1:33

ARTICLES OF INCORPORATION

OF

FAMILY JEWELS PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS

05 JUL 20 PM 1:30

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

FAMILY JEWELS PRODUCTIONS, INC.

ARTICLE II

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

ARTICLE III

The general purpose of the corporation will be to establish a film, motion picture production company. To invest in the production of entertainment projects. To establish production companies for the production of films, videos, music creations, live presentations and any other area that may be related to such projects. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 15,000 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 6551 S.E. Federal Highway, #2, Stuart, Florida 34997.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE X

The Officers of the Corporation shall be:

**MICHAEL R. KENDRICK
6551 S.E. FEDERAL HIGHWAY, #2
STUART, FLORIDA 34997**

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

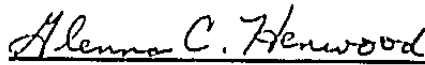
IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation on the 24th day of January, 1996.

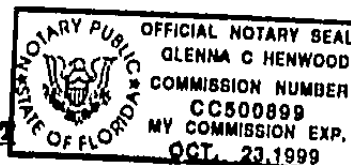

MICHAEL R. KENDRICK

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)


BEFORE ME, the undersigned authority, personally appeared,
MICHAEL R. KENDRICK, who produced as Identification Florida
Driver's License, known to me and by me to be the person
who executed the above Articles of Incorporation, for the purposes
therein expressed, this 24th day of January, 1996.


GLENNA C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for the above-
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and further agree to comply
with the provisions of all statutes relative to the proper perfor-
mance of my duties.


H. BRYANT SIMS, ESQUIRE

RECEIVED
JAN 25 1996
NOTARY PUBLIC
STATE OF FLORIDA