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LAW OFFICES

SALTER, FEIBER, YENSER & MURPHY

POST OFFICE DRAWER 1589

GAINESVILLE, FLORIDA 32602-1589

JAMES G. FEIBER, JR.
DENISE LOWRY HUTSON
MELISSA JAY MURPHY
JAMES D. SALTER, P.A.
TRACY PROCTOR WILLIAMSON
NANCY E. YENSER, P.A.

703 NORTHEAST 1ST STREET
GAINESVILLE, FLORIDA 32601
TELEPHONE (904) 370-0201
FACSIMILE (904) 370-7998

January 30, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

800001708698
-02/01/96--01036--018
***122.50 ***122.50

In re: R & R Productions, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced corporations.

Also enclosed please find this firm's checks in the amount of \$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

Michelle K. Womble

Michelle K. Womble
Legal Assistant to
James D. Salter

/mkw
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 FEB - 1 PM 12:58
1511 FEB 01 1996
R

ARTICLES OF INCORPORATION

OF

R & R PRODUCTIONS, INC.

95 FEB -1 PM 12:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I
NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be R & R PRODUCTIONS, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III
STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 1000 shares and having a par value of \$1.00 per share.

ARTICLE IV
CAPITAL

4.01 AMOUNT. -- The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE V
CORPORATE EXISTENCE

5.01 DURATION. -- This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF CORPORATION AND REGISTERED AGENT

6.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 5424 N.W. 35th Drive, Gainesville, Florida 32653.

6.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

6.03 REGISTERED AGENT. -- The initial registered agent of

the corporation is HAROLD ROTHMAN and his business office and address is 5424 N.W. 35th Drive, Gainesville, Florida 32653.

ARTICLE VII
NUMBER OF DIRECTORS

7.01 NUMBER. -- The initial number of Directors of this corporation shall be two (2).

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII
NAMES AND ADDRESSES OF BOARD OF DIRECTORS

8.01 DESIGNATION. -- The names and street addresses of the first Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERTA ANN ROTHMAN	5424 N.W. 35th Drive Gainesville, Florida 32653
HAROLD ROTHMAN	5424 N.W. 35th Drive Gainesville, Florida 32653

ARTICLE IX

NAME AND ADDRESS OF INCORPORATOR

9.01 DESIGNATION. --- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD ROTHMAN	5424 N.W. 35th Drive Gainesville, Florida 32653

ARTICLE X
SPECIAL PROVISIONS

10.01 POWERS OF BOARD OF DIRECTORS. -- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock

book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS. -- Pursuant to the affirmative vote of Stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a Stockholders' meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the corporation.

10.03 POWERS. -- This corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS. -- No holder of any class of stock of the corporation shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any class of stock of the corporation not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

10.05 SELF-DEALING. -- No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction

between the corporation and any subsidiary or controlled corporation.

10.06 MEETINGS. -- Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

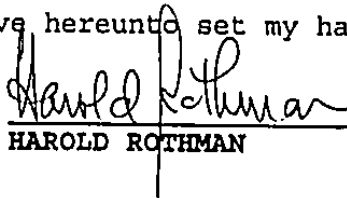
10.07 AMENDMENT. -- These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10.08 CUMULATIVE VOTING. -- Every Stockholder, having the right to vote for Directors of this corporation shall be entitled to vote, in person or by proxy, as many votes as shall equal the product of the number of Directors to be elected multiplied by the number of shares entitling the person to vote. The person voting may cast the votes thus computed for as many candidates as are to be elected, with the votes distributed among the candidates in proportions to be determined by the person voting, or he may accumulate the number of votes thus computed and cast them, on the same principle, for one candidate or among as many candidates as he shall desire.

10.09 STOCK TRANSFER RESTRICTIONS. -- The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the Capital Stock of this corporation as they shall deem appropriate.

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of January, 1996.



HAROLD ROTHMAN (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following incorporator:
HAROLD ROTHMAN
to me well known and known to me to be the individual described
in and who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he executed the same for the
purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 30th day of January, 1996.

Michelle K. Womble
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)



MICHELLE K. WOMBLE
MY COMMISSION # CC 488451
EXPIRES Aug. 6, 1999

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation as registered agent
R & R PRODUCTIONS, INC., and hereby agree to fulfill the
obligations thereof.

FILED
25 FEB - 1 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereto set my hand and seal this
30th day of January, 1996.

Harold Rothman
HAROLD ROTHMAN

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following registered
agent:
HAROLD ROTHMAN

to me well known and known to me to be the individual described
in and who executed the foregoing Certificate of Registered
Agent, and he acknowledged before me that he executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 30th day of January, 1996.

Michelle K. Womble
Notary Public, (State of Florida
at Large.
My Commission Expires:

(SEAL)



MICHELLE K. WOMBLE
MY COMMISSION # CC 488481
EXPIRES Aug. 6, 1999

P96000010993

LAW OFFICES
SALTER, FEIDER, YENSER & MURPHY
POST OFFICE DRAWER 1589
GAINESVILLE, FLORIDA 32602-1589

200001784092
-04/17/96--01063--019
*****87.50 *****87.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

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

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>NC</i>
<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

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

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

SH 4/23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 AM 8:27

Examiner's Initials

AMENDMENT TO
R & R PRODUCTIONS, INC.

03 APR 17 11 02:27

RECEIVED
STATE OF FLORIDA
NOTARY PUBLIC

THIS AMENDMENT dated this _____ day of April, 1996, and executed by the President of R & R PRODUCTIONS, INC. hereby amends the Articles of Incorporation as follows:

ARTICLE I is hereby amended to read as follows:

ARTICLE I

NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be R & R PRODUCTIONS, INC.

This amendment was approved by unanimous consent of the stockholders of R & R PRODUCTIONS, INC., entitled to vote at a meeting of the stockholders on March 8, 1996.

IN WITNESS WHEREOF, the parties hereto have set their hands and affixed the seal of the corporation to this Amendment this 15th day of April, 1996.

R & R PRODUCTIONS, INC.

Barby Brewatt
Witness

BY: Harold Rothman
HAROLD ROTHMAN, President

Michelle K. Womble
Witness
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 15th day of March, 1996, by HAROLD ROTHMAN as President of R & R PRODUCTIONS, INC., a Florida corporation, on behalf of said corporation. Such person(s):

- () is/are personally known to me.
- () produced a current Florida Driver's license as identification.
- () produced _____ as identification.



MICHELLE K. WOMBLE
MY COMMISSION # CC 488481
EXPIRES Aug. 6, 1999
SEAL)

Michelle K. Womble
Print Name: Michelle K. Womble
Notary Public, State of Florida
My Commission Expires:
Serial Number: