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ENTERTAINMENT LAW OFFICES

of
William L. Whitacre

ATTORNEY AT LAW

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January 22, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/02/96--01070--007
****122.50 ****122.50

Re: **4 GIRLS ONLY PRODUCTIONS, INC.**

Enclosed please find an original and one copy of the Articles of Incorporation for the above for profit corporation, and a check in the amount of \$122.50.00 for the filing fees.

Thank you for your assistance in filing same and returning a certified copy to:

Sandra Rodriguez
1857 Crowley Circle East
Longwood, FL 32779

Very truly yours,

W. L. Whitacre
William L. Whitacre

WLW/ww

EN FEB - 1 1996

TALLAHASSEE, FLORIDA

REC FEB - 2 AM 11:24

FILED

**ARTICLES OF INCORPORATION
OF
4 GIRLS ONLY PRODUCTIONS, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

4 GIRLS ONLY PRODUCTIONS, INC.

ARTICLE II TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

5941 Windhover Drive
Orlando, FL 32819

ARTICLE IV PURPOSE

The purpose for which this corporation is formed is to conduct all lawful business authorized by the State of Florida and the laws of the United States.

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent is as follows:

Sandra Rodriguez
1857 Crowley Circle East
Longwood, FL 32779

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

William L. Whitacre
Disney/MGM Studios, Bungalow 4
Post Office Box 22808
Lake Buena Vista, FL 32830

ARTICLE VIII DIRECTORS

The corporation shall have four directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but the number of directors shall never be less than four. The four initial directors shall be:

Melody Miller	5941 Windhover Drive, Orlando, FL 32819
Lori Lightfoot	920 Reflection Cir. #206 Casselberry, FL
Stacy Mock	34 East Oak, Apopka, FL 32703
Sandra Rodriguez	1857 Crowley Cir. East Longwood, FL 32779

ARTICLE IX AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter amend or repeal these Articles of Incorporation shall be vested in the Shareholders by a sixty percent (60%) vote.

ARTICLE X PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class,

kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

ARTICLE XII INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Florida Statutes.

ARTICLE XIII AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors by a sixty percent (60%) vote.

ARTICLE XIV SHAREHOLDER QUORUM AND VOTING

Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV GREATER SHAREHOLDER VOTING REQUIREMENTS

The affirmative vote of sixty percent (60%) of the shares of this

corporation entitled to vote thereon shall be required for the authorization of the following: MERGERS, ACQUISITIONS EXCEEDING \$200,000.00, SALES OF ASSETS EXCEEDING \$100,000.00, and DISSOLUTION OF THE CORPORATION.

ARTICLE XVI VOTING LISTS

The officer or agent having charge of the stock transfer books for the shares of this corporation shall make, at least ten (10) days prior to each meeting of shareholders a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, with the Registered Agent, for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

ARTICLE XVII OFFICERS

The initial officers of the Corporation, who shall hold office for a term as established in the By Laws, are:

President	Sandra Rodriguez
Vice President	Stacy Mock
Secretary	Lori Lightfoot
Treasurer	Melody Miller

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


William I. Whitacre, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

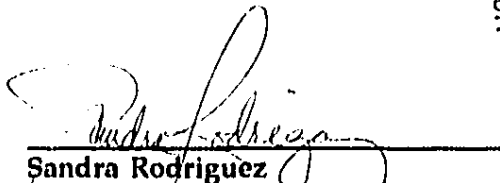
Pursuant to the provisions of section 607.0501 Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the Corporation is:

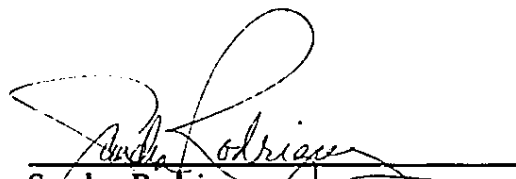
4 GIRLS ONLY PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

Sandra Rodriguez
1857 Crowley Circle East
Longwood, FL 32779


Sandra Rodriguez
Registered Agent
January , 1996

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.


Sandra Rodriguez
Registered Agent
January , 1996