

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW
305 MAIN STREET
DESTIN, FLORIDA 32541
TEL: (904) 837-1171
FAX: (904) 837-3317

FILED
FEB 12 AM 7:59
TALLAHASSEE, FLORIDA

P 96 00 00 14542

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100001713241
-02/13/96--01062--010
*****70.00 *****70.00

RE: Articles of Incorporation for The Guy Michaels Production
Group, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation,
including Registered Agent Certificate, for the above-corporation.
Also enclosed is a check in the amount of \$70.00 to cover the
filing fee.

Thank you for your assistance in this matter. If you have any
questions or need additional information, please give me a call.

Sincerely,

Joseph M. Scheyd, Jr.
Joseph M. Scheyd, Jr. (40)

JMSjr:tjd

Enclosures

F. CHESLER FEB 16 1996

**ARTICLES OF INCORPORATION
OF
THE GUY MICHAELS PRODUCTION GROUP, INC.**

ARTICLE I - NAME

The name of this corporation is The Guy Michaels Production Group, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

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

4551 Luke Avenue, Destin, Florida 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - STOCKHOLDER AND CORPORATION OPTION TO PURCHASE STOCK

In case a stockholder desires to sell his shares of stock he must first offer them for sale to the corporation, it being the intention to give the corporation a preference in the purchase of such shares, and any attempted sale in violation of this provision

FILED
95 FEB 02 AM 7:59
MISSISSIPPI
CLERK OF COURT

is null and void.

If the corporation does not desire to purchase the shares of stock, the stockholder must then offer the remaining shareholders the option to purchase, it being the intention to give the remaining shareholders the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by the corporation within twenty (20) days thereafter, then any or all of the remaining shareholders have twenty (20) days to exercise their option in pro rate shares thereof. If neither the corporation nor the shareholders exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Joseph M. Scheyd, Jr., 305 Main Street, Destin, Florida 32541.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial board of directors of this corporation shall consist of two (2) directors:

Director

Guy Michael Smith
4551 Luke Avenue
Destin, Florida 32541

Director

Barbara A. Smith
4551 Luke Avenue
Destin, Florida 32541

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these articles are:

Guy Michael Smith
4551 Luke Avenue
Destin, Florida 32541

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation this 6th day of February, 1996.

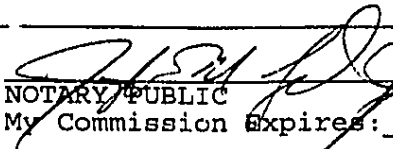

GUY MICHAEL SMITH

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was executed before me this 6th day of February, 1996, by GUY MICHAEL SMITH, who is personally known to me or who has produced as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.



JOSEPH M. SCHEIDT, JR.
MY COMMISSION # CC265002 EXPIRES
March 14, 1997
BONDED THRU TROY FARM INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires: _____

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the

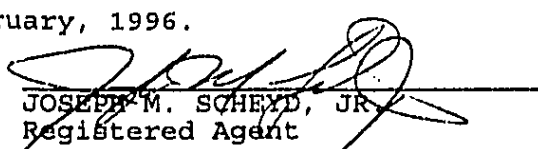
registered agent/registered office in the State of Florida.

1. The name of the corporation is: THE GUY MICHAELS PRODUCTION GROUP, INC.

2. The name of the registered agent is Joseph M. Scheyd, Jr. The address of the registered office is 305 Main Street, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 10th day of February, 1996.


JOSEPH M. SCHEYD, JR.
Registered Agent

FILED
96 FEB 12 AM 7:59
TALLAHASSEE, FLORIDA