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DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1801 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW B. EPSTEIN

TELEPHONE (841) 334-4674
FAX (841) 334-3378

February 19, 1996

EFFECTIVE DATE
Feb. 19, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

400001721624
-02/22/96--01069--011
****122.50 ****122.50

Dear Clerk:

Please find enclosed Articles of Incorporation of Mel Gibson, Inc. to be filed. You will also find enclosed our firm check in the amount of \$122.50 representing the cost of filing. Please return a filing receipt to the undersigned as quickly as possible. I have provided a return envelope for your convenience.

Thank you for your attention to this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Brigitte L. Kenney
Brigitte L. Kenney
Legal Assistant

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Enclosures

96 FEB 22 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

B. Kenney GAVE
AUTHORIZATION BY PHONE TO
CORRECT pr. nc. off.
DATE 2/28
DOC EXAM 213

779 615,671
W96-4158

63 2/28/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 FEB 22 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 23, 1996

BRIGITTE L. KENNEY
P.O. BOX 249
FT MYERS, FL 33902-0249

SUBJECT: MEL GIBSON, INC.
Ref. Number: W96000004188

EFFECTIVE DATE
Feb. 19, 1996

We have received your document for MEL GIBSON, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 396A00008081

ARTICLES OF INCORPORATION

OF

MEL GIBSON, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
Feb. 19, 1996

ARTICLE I

Name: The name of the corporation is MEL GIBSON, INC.

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 1601 Jackson Street, Suite 101, Fort Myers, Florida 33901, and the name of its initial Registered Agent is Andrew S. Epstein, Esquire.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Mel D. Gibson
11742 Timberline Circle
Fort Myers, FL 33912

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Mel D. Gibson
11742 Timberline Circle
Fort Myers, FL 33912

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or

rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles
of Incorporation on this 19th day of February, 1996.

Mel D. Gibson

STATE OF FLORIDA

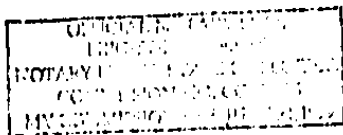
COUNTY OF LEE

BEFORE ME personally appeared Mel D. Gibson, to me well known
and known to me to be the person described in and who executed the
foregoing Articles of Incorporation and acknowledged to and before
me that he executed the said instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 19th day of February,
1996.

Brigitte L. Kenney
Notary Public
Brigitte L. Kenney

My commission expires:



THE PRINCIPAL OFFICE ADDRESS IS: 11742 TIMBERLINE CIRCLE
FT MYERS, FL 33912

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA :

COUNTY OF LEE :

:88

96 FEB 22 PM 2:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned authority, personally appeared ANDREW S. EPSTEIN, ESQUIRE to me known to be the person described in the foregoing Articles of Incorporation for Mel Gibson, Inc., as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is Duncan & Tardif, P.A., 1801 Jackson Street, Suite 101, Fort Myers, FL 33901, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

By:

Andrew S. Epstein
ANDREW S. EPSTEIN, ESQUIRE

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this

17th day of February, 1996.

Brigitte L. Kenney
NOTARY PUBLIC
Brigitte L. Kenney

My Commission Expires:

OFFICIAL NOTARY SEAL
BRIGITTE L. KENNEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC475185
MY COMMISSION EXP. JUNE 21, 1999