

P 96 0000 26639

OLLE, MACAULAY & MORRILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

201 SOUTH MIRCAYNE BOULEVARD

MIAMI, FLORIDA 33131

(305) 350-0200

TELECOMEN (305) 350-0017

FILED

96 MAR 21 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS

March 20, 1996

300001752693

-03/21/96--01061---002

****122.50 ****122.50

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

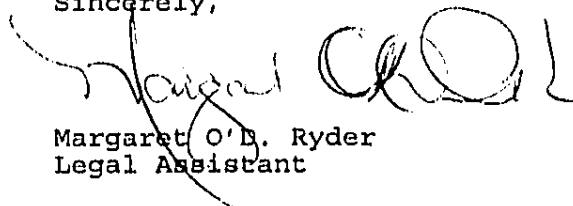
Willow Entertainment Corp.

Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid, self-addressed Federal Express envelope.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR
Enclosures

PH 3/26/96

ARTICLES OF INCORPORATION
OF
WILLOW ENTERTAINMENT CORP.

FILED
96 MAR 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Willow Entertainment Corp. Its business mailing address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Dennis J. Olle, who upon accepting this designation agrees to comply with the

provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS


The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Gary Salter	c/o Olle, Macaulay & Zorrilla, P.A. Attention: Dennis J. Olle, Esq. 201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Dennis J. Olle	201 South Biscayne Boulevard Suite 1402 Miami, Florida 33131



Dennis J. Olle, Incorporator

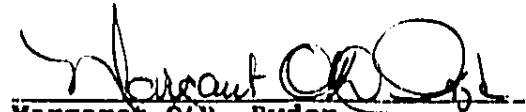
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED

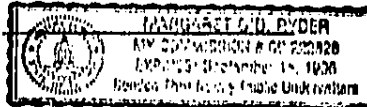
96 MAR 21 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation of Willow Entertainment Corp. were acknowledged before me this 20th day of March, 1996, by Dennis J. Olle, as Incorporator, who is personally known to me.


Margaret O'D. Ryder
Notary Public, State of Florida

My Commission Expires:



(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Willow Entertainment Corp. at the place designated in the Articles of Incorporation, Dennis J. Olle agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: March 20, 1996


Dennis J. Olle

P96000026639

OLLE, MACAULAY & ZORNILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

#01 SOUTH MIAMI BOULEVARD

MIAMI, FLORIDA 33131

(305) 358-9200

TELECOPIER (305) 358-6317

March 25, 1996

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Willow Entertainment Corp.

Gentlemen:

300001758103
-03/26/96--01138--005
*****87.50 *****87.50

Enclosed for filing with the Division of Corporations are the Articles of Amendment to the Articles of Incorporation of Willow Entertainment Corp. increasing the authorized capital of the corporation. Also enclosed is a check in the amount of \$87.50, made payable to the Florida Secretary of State, to cover the following:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
	\$87.50

Please return the certified copy of the Articles of Amendment in the enclosed prepaid Federal Express envelope. If you have any questions please call me at (305) 530-3105.

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MODR

Enclosures

1659001\L\willow.Amd

FILED
96 MAR 26 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFT
3-29-96

FILED

96 MAR 26 PM 12:20

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WILLOW ENTERTAINMENT CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is Willow Entertainment Corp. a Florida corporation, whose principal office address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

2. Article IV, of the Articles of Incorporation of Willow Entertainment Corp. is hereby deleted in its entirety and amended to read as follows:

" ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock having a par value of \$.01 per share."

3. The foregoing amendment was adopted by the Incorporator of the Corporation on March 25, 1996, by written consent of such sole Incorporator before the issuance of shares, in accordance with §607.1005 of the Florida Business Corporation Act, and Shareholder action was not required.

4. On March 25, 1996, none of the corporation's 10,000 shares of common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 25th day of March, 1996.

(Corporate Seal)

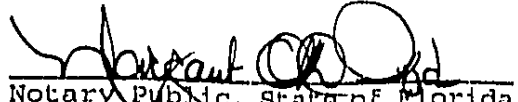
Willow Entertainment Corp.

By:

Dennis J. Ollé
Dennis J. Ollé, Sole Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 25th day of March, 1996 by Dennis J. Olie, the sole Incorporator, of Willow Entertainment Corp. a Florida corporation, on behalf of the Corporation. He is personally known to me.


Notary Public, State of Florida
Margaret O'D. Ryder (Print Name)

My Commission Expires: _____



P96000026639

OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

400 MIAMI CENTER

1000 BISCAYNE BOULEVARD

MIAMI, FLORIDA 33133

(305) 358-0200

TELEFAX (305) 358-0017

April 29, 1996

FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

04/29/96 11:02 AM

Willow Entertainment Corp.

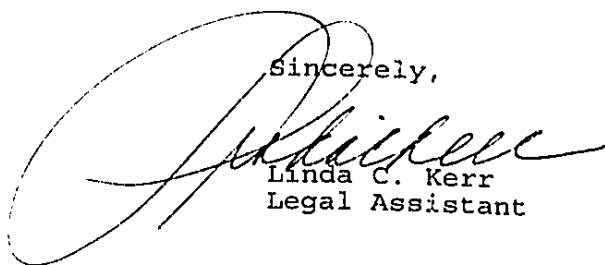
Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Amendment to the Articles of Incorporation of Willow Entertainment Corp. changing the name thereof to Transglobal Media, Inc. Also enclosed is a check in the amount of \$87.50, made payable to the Florida Secretary of State, to cover the following:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
	\$87.50

Please return the certified copy of the Articles of Amendment to the undersigned at your earliest convenience. If you have any questions please call me at (305) 358-9200.

Sincerely,



Linda C. Kerr
Legal Assistant

:lk

Enclosures

1659001\L\Willow.Amd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 3:50

MAY 8 1996

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WILLOW ENTERTAINMENT CORP.

SECRET
DOWNS
56 APR 29 PM 3:50

1. The name of this corporation is Willow Entertainment Corp. a Florida corporation, whose principal office address is 201 South Biscayne Boulevard, Suite 1402, Miami, Florida 33131.

2. Article I, of the Articles of Incorporation of said corporation is hereby deleted in its entirety and amended to read as follows:

"ARTICLE I - NAME AND BUSINESS ADDRESS

The name and address of this Corporation is TRANSGLOBAL MEDIA, INC. Its business mailing address is 201 South Biscayne Blvd., Suite 1402, Miami, Florida 33131.

3. The foregoing amendment was adopted by the sole Incorporator of the Corporation on April 29, 1996, by written consent thereof before the issuance of shares, in accordance with §607.1005 of the Florida Business Corporation Act, and Shareholder action was not required.

4. On April 29, 1996, none of the corporation's 10,000 shares of common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these
Articles of Amendment on this 29th day of April, 1996.

WILLOW ENTERTAINMENT CORP.

(Corporate Seal)

By:

Dennis J. Olle
Dennis J. Olle, Sole Incorporator

STATE OF FLORIDA)
 ; SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th
day of April, 1996 by Dennis J. Olle, the sole Incorporator, of
Willow Entertainment Corp., a Florida corporation, who is
personally know to me, on behalf of the Corporation.

[Signature]
Notary Public, State of Florida
At Large (SEAL)

My Commission Expires: _____



LINDA C. KERN
My Commission CC332418
Expires Dec. 01, 1997
Bonded by HAI
800-422-1885

1659001\CS\N\meChg.And

P96000026639
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: OLLE, MACAULAY & ZORRILLA, P.A. EIN or SS#: 65-0109959

Address: 201 South Biscayne Blvd., Suite 1402 (Miami Center)
Miami, Florida 33131

Amount: \$87.50 Date Paid 10/25/96

Reason for claim: Withdrawal of amendment filing fee.

S. Harris/Amendments

TRANSGLOBAL MEDIA, INC./P96-26639

Certified true and correct this 22nd day of November, 19 96.

Signature HELENA LEDBETTER OLLE, MACAULAY & ZORRILLA, P.A.

* Must be completed if authority is other than Section 215.26, Florida Statutes.

SH 12/9

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>87.50</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on	
State Treasurer's Receipt No. <u>01007-013</u>	dated <u>10/30/96</u>
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____.	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1996

Linda C. Kerr
Olle, Macaulay & Zorrilla
201 S. Biscayne Blvd.
Miami, FL 33131

SUBJECT: TRANSGLOBAL MEDIA, INC.
Ref. Number: P96000026639

We have received your document for TRANSGLOBAL MEDIA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in the amendment is not consistent throughout. In the heading and in Article I, the name is listed as OUTLAW PRODUCTS, INC.. In Article III, the name listed is WILLOW ENTERTAINMENT CORP.. Please correct the document. If the correct name is WILLOW ENTERTAINMENT, we are enclosing a computer printout that reflects a name change to Transglobal Media, Inc. Please correct the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00050576

*Provided refund
app. on 11/15.*

OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW
1402 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

(305) 355-9200
TELECOMEN (305) 355-9617

October 25, 1996

500001989725--0
-10/30/96--D1007--013
*****87.50 *****87.50

UPS OVERNIGHT COURIER

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Outlaw Productions, Inc.

Ladies and Gentlemen:

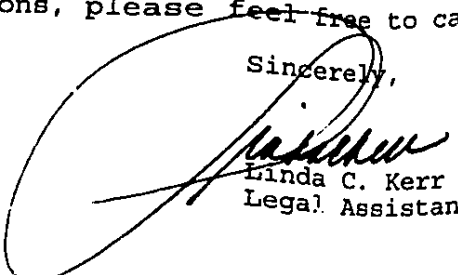
Enclosed for filing with the Division of Corporations are the Articles of Amendment to the Articles of Incorporation increasing the authorized capital of the corporation and changing its name to Florida Productions, Inc. Also enclosed is a check in the amount of \$87.50, made payable to the Florida Secretary of State, as follows:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
	\$87.50

WAL-23348

If you have any questions, please feel free to call me.

Sincerely,


Linda C. Kerr
Legal Assistant

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Enclosures