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1201 MAY STREET
TALLAHASSEE, FL 32301
904-222-9171
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96 MAR 26 PM 3:16
DIVISION OF CORPORATION

96 MAR 26 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 896357 7107136

AUTHORIZATION :

COST LIMIT : \$122.50

Patricia Pyatt

ORDER DATE : March 26, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 896357

CUSTOMER NO: 7107136

000001758710

CUSTOMER: Stephen J. Batten,, Esq
STEPHEN J. BATTEN, ESQ

1036 Euclid Avenue

Miami Beach, FL 33139

DOMESTIC FILING

NAME: PRODUCER'S RESOURCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

KATHY H. MAR 27 1996

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6 MAR 26 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Producer's Resource, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Producer's Resource, Inc.

ARTICLE II PRINCIPAL OFFICE

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

460 Ocean Drive
Miami Beach FL 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

200 with no par value
(two hundred with no par value)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Allen T. Rubeo
1036 Euclid Avenue
Miami Beach FL 33139

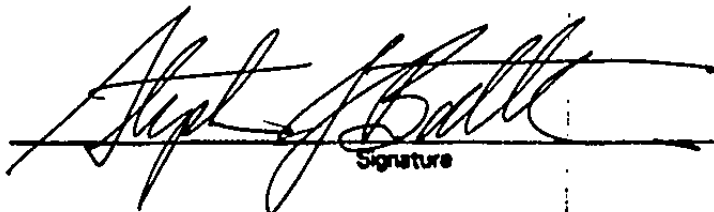
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Stephen J. Batton
1036 Euclid Avenue
Miami Beach FL 33139

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

twenty-second day of March 19 96 .


Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 office/registered agent, in the state of Florida.

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96 MAR 26 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Producer's Resource, Inc.

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

Allen T. Rubeo, Esq.

(Name)

1036 Euclid Avenue

(P.O. Box NOT acceptable)

Miami Beach FL 33139

(City/State/Zip)

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.

SIGNATURE Allen T. Rubeo

DATE March 22, 1996

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E013(6/90)

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