

P96000029377

Johnny Cairo Productions

2909 Bay to Bay Boulevard, Suite 108
Tampa, Florida 33629
(813) 839-1677

Hon. Sandra Mortham
Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399-0250

March 25, 1996

Attention: Bureau of Corporate Records

800001762828
-03/29/96--01068--012
***122.50 ***122.50

Gentlemen:

Enclosed herewith find original Articles of Incorporation for referenced corporation, original Certificate Designating Resident Agent, and check in the sum of \$122.50 to cover the registration and other filing expenses.

Also enclosed is fully executed copy of said Articles of Incorporation. Please certify said copy and forward it to this office for the files of the corporation.

Thank you very much for your cooperation.

Sincerely,


William C. Knopke II

Enclosures/ check - \$122.50
Original and 1 copy of Articles; and
Original Certificate Designating Resident Agent

Dmc
4/4/96

FILED
96 MAR 29 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JOHNNY CAIRO PRODUCTIONS, INC.

FILED

96 MAR 29 AM 8:54

SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: JOHNNY CAIRO PRODUCTIONS, INC.

ARTICLE II.

The general character or nature of the business to be transacted by this corporation shall be as follows:

To provide all aspects of production and product promotion services to include, but not limited to, film, video, live entertainment, graphics and interactive media to the general public, and engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock authorized shall be one million (1,000,000), which shares shall be of a par value of One Dollar (\$1.00) each, and each of said shares shall entitle the holder thereof to one (1) vote any meeting of stockholders. All or any part of said capital stock may be paid in cash, property, or in labor or services, or a combination thereof, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued and fully paid for shall be non-assessable.

ARTICLE IV.

The amount of capital which this corporation shall begin business shall be FIVE THOUSAND DOLLARS (\$5,000.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The principle office of the corporation shall be located at Suite 108 at 2909 Bay to Bay Boulevard, Tampa, Florida, but the corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII.

There shall be a Board of Directors for this corporation which shall consist of not less than three (3) nor more than fifteen (15), the number of which shall be fixed by the Board of Directors or by the corporate By-Laws. Each of which said Directors shall be of full age and at least one thereof shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the Directors, qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the stockholders, the Directors may make the By-Laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII.

The names and addresses of the officers and the first Board of Directors who, subject to this Charter, By-Laws of the corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held and their successors have been duly elected and qualified, are:

NAMES

WILLIAM C. KNOPKE II
Chairman of the Board
Director

ADDRESSES

2106 W. Watrous Avenue
Tampa, Florida 33606

BRIAN M. LEE
Vice Chairman of the Board
Director

15419 Plantation Oaks Drive
Tampa, Florida 33647

KAREN M. LOOS
President
Director

6506 N. Packwood Avenue
Tampa, Florida 33604

ANGELO PIAZZA
Vice-President
Director

507 East Ellicott Street
Tampa, Florida 33603

JOHN L. PITTS
Secretary
Director

3202 Colwell Avenue
Apartment 511
Tampa, Florida 33614

ARMANDO G. REMO, JR.
Treasurer
Director

8619 Huntfield Street
Tampa, Florida 33629


ARTICLE IX.

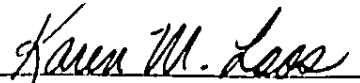
The name and address of each subscriber to this Certificate of Incorporation, and the number of shares he is to take, is:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
KLR GROUP, INC.	2909 Bay to Bay Boulevard Tampa, Florida 33629	800
KAREN M. LOOS	6506 North Packwood Avenue Tampa, Florida 33604	50
ANGELO PIAZZA	507 East Ellicott Street Tampa, Florida 33603	50
JOHN L PITTS	3202 Colwell Avenue, Apt. 511 Tampa, Florida 33614	50

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Certificate of Incorporation, under the existing laws of the State of Florida.

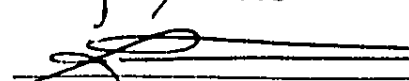
 (SEAL)
WILLIAM C. KNOPKE II

 (SEAL)
BRIAN M. LEE

 (SEAL)
KAREN M. LOOS

 (SEAL)
ANGELO PIAZZA

 (SEAL)
JOHN L. PITTS

 (SEAL)
ARMANDO G. REMO, JR.

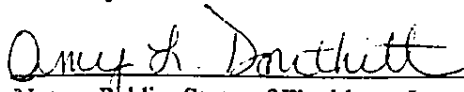
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this, the 18th day of March, 1996, personally appeared WILLIAM C. KNOPKE II, BRIAN M. LEE, KAREN M. LOOS, JOHN L. PITTS, ARMANDO G. REMO JR. and ANGELO PIAZZA, to me well known to be the persons described in and who signed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESSE: my hand and official seal on the date and year aforesaid.



AMY L. DOUTHITT
COMMISSION # 421368
EXPIRES NOV 17, 1998


Notary Public, State of Florida at Large
My Commission expires: NOV. 17, 1998

PREPARED BY:
William C. Knopke II
2106 W. Watrous Avenue
Tampa, Florida 33606

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

FILED
95 MAR 29 AM 8:54
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- That Johnny Cairo Productions desiring to organize under the laws of the State of Florida,
with its principle office, as indicated in the articles of incorporation at City of Tampa, County of
Hillsborough, State of Florida, has named William C. Knopke II located at 2601 Watrous
Avenue, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.

BY: 

William C. Knopke II, Resident Agent
2601 W. Watrous Avenue
Tampa, Florida 33609