

4/04/96

FLORIDA DIVISION OF CORPORATIONS

((H96000004869))

TO: DIVISION OF CORPORATIONS, DEPARTMENT OF REVENUE

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CORPORATIONS, INC.

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TALLAHASSEE, FLORIDA

APR 04 1996

1196-04869

**ARTICLES OF INCORPORATION
OF
N T R PRODUCTIONS, INC.**

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TALLAHASSEE, FLORIDA

Article I Name

The name of this corporation is **N T R PRODUCTIONS, INC.**

Article II - Duration

This corporation shall commence on the date of these Articles into perpetuity.

Article III Purpose

This corporation is organized for the purpose of transacting any and all lawful business including the power:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

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ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

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e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

f) To lend money to, and use as credit to assist, its officers and employees in accordance with Florida Statute 607.141.

g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in an with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

l) To make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.

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m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

q) To have and exercise all powers necessary or convenient to effect its purposes.

Article IV - Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of 1,000 shares, having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors. The whole or any part of the capital stock of the said Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Board of Directors.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the

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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 - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 18830 N.W. 57th Avenue, No. 107, Miami, Florida 33015 and the name of the initial registered agent of this corporation at that address is Norman T. Russell c/o Barbara Thompson.

Article VII - Principal Offices

The principal place of business and mailing address of this corporation shall be: Norman T. Russell c/o Barbara Thompson, 18830 N.W. 57th Avenue, No. 107, Miami, Florida 33015.

Article VIII - Initial Board Of Directors

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director(s) of this corporation is (are):

**Norman T. Russell
c/o Barbara Thompson
18830 N.W. 57th Avenue - No. 107
Miami, Florida 33015**

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Article IX Incorporation

The name and address of the person(s) signing these Articles:

Norman T. Russell
c/o Barbara Thompson
18830 N.W. 57th Avenue - No. 107
Miami, Florida 33015

Article X - Bylaws

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

Article XI Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of March, 1996.


Norman T. Russell, Incorporator

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REGISTERED AGENT

Having been named a Registered Agent and to accept Service of Process for the above stated corporation at the place designated in these Articles, 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.

Norman T. Russell
Norman T. Russell Registered Agent

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared Norman T. Russell, who

is personally known to me, or
 produced a(n) Driver's Lic. as identification,

who did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of March, 1996.

FILED
96
MAR -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



JAMES L. PRITCHEY
My Commission 00308887
Expires Aug. 06, 1997
Bonded by AFIS
800-882-8878

James L. Pritchey
Notary Public
State of Florida at Large

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