

Watson & Company, P.A.

Certified Public Accountants

The Chasyn Building
20401 N.W. 2nd Avenue, Suite 300
(State Road 441)
Miami, Florida 33169
(305) 653-8865
(305) 653-8866
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Broward: 524-0122

P96000033219

VIA FEDERAL EXPRESS MAIL

April 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
APR 12 PM 9:41
TALLAHASSEE, FLORIDA
500001778325
-04/12/96--01043--017
****122.50 ****122.50

Attn: Ms Thelma Lewis

Re: Filing - Articles of Incorporation
Real Time Production, Inc.

Dear Ms Lewis:

Enclosed please find Articles of Incorporation for the above, to be filed with the Secretary of State in the usual manner.

We are also enclosing our check in the amount of \$122.50 to cover the filing fee.

Thank you.

Sincerely
WATSON AND COMPANY, P.A.

Florence Meikle

Florence Meikle
Office Manager
for

Pamella Watson, CPA
President

/fvm
encl.

D. BROWN APR 17 1996

ARTICLES OF INCORPORATION
OF
REAL TIME PRODUCTION, INC.

FILED
9:41 AM
APR 12 1981
TALLAHASSEE, FLORIDA

=====

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I

The name of the corporation is REAL TIME PRODUCTION, INC.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

REAL TIME PRODUCTION, INC., has named Terry Alexander of 6740 NW 175th Lane, Apt., #D, Miami, Florida 33015, as the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the State of Florida is 6740 NW 175th Lane, Apt.#D, Miami, Florida 33015.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial Director is:

TERRY ALEXANDER

6740 NW 175th Lane, Apt.D
Miami, Florida 33015

ARTICLE IIX INCORPORATION

The name and address of the incorporator of these articles of Incorporation is Terry Alexander of 6740NW 175th Lane, Apt.D Miami, Florida 33015.

ARTICLE VIII BYLAWS

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

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 11 day of April 1996.


TERRY ALEXANDER

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take
acknowledgment in the State and County set forth above,
personally appeared TERRY ALEXANDER, known to me and known by me
to be the person who executed the foregoing Article of
Incorporation, and he acknowledged before me that he executed
these Articles of Incorporation.

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



FLORENCE V. MEIKLE
My Commission C#4782
Expires Jul. 06, 1999
Bonded by HAI
(800) 492-1500

Florence V. Meikle

NOTARY PUBLIC
State of Florida at Large

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes
the following is submitted:

FIRST that REAL TIME PRODUCTION, INC., is desiring to organize or
qualify under the laws of the State of Florida with its principal
place of business at 6740 NW 175th Lane, Apt.D. Miami, Florida
33015, has named Terry Alexander of 6740 NW 175th Lane, Apt.D,
Miami, Florida 33015 as its Registered Agent to accept service of
process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper
performance of my duties.

Dated this 11 day of April, 1996.

BY:

Terry Alexander
TERRY ALEXANDER

Registered Agent

FILED
96 APR 12 AM 9:42
RECORDS OF STATE
TALLAHASSEE, FLORIDA

Watson & Company, P.A.

Certified Public Accountants

The Chasyn Building
20401 N.W. 2nd Avenue Suite 300
(State Road 441)
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Broward: 524-0122

P96000033219

May 7, 1996

name change

Ms Bobbie Eldridge
Administrator
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

FILED
96 MAY 13 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: AMENDMENT TO ARTICLES OF INCORPORATION
Real Time Production, Inc.

NAME AMENDED TO: REEL TIME PRODUCTION (1996) INC.

400001825004
-05/16/96--01092--001
*****43.75 *****43.75

Dear Ms Eldridge:

Enclosed please find Articles of Amendment to the Articles of Incorporation which was filed on April 12, 1996 with the Secretary of State.

Upon prior communication with your Department, we were not advised of a similar name, and appreciate this being brought to our attention. Pursuant to the Florida Business Corporation Act, Chapter 607, we wish to acknowledge that we have been notified that a similar name (Reel Time Productions) was previously registered in Clearwater Florida. This does not alter the decision of the Board of Directors and Shareholders of the Reel Time Production (1996) Inc., to request the filing for a name amendment to the Articles recently filed.

Please be advised that as of this date the Article of Correction which was not accepted, together with our check #1394 in the amount of \$35.00 has not been returned to our offices.

NC
....cont'd.
35 FF
8.75 cur
BE 5/14

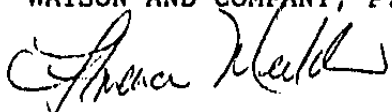
Page 2

Attn: Ms Bobbie Eldridge

Enclosed please find another check in the amount of \$43.75 covering filing and certificate of status fees. Please direct all future correspondence to the attention of the undersigned.

Thank you.

Sincerely
WATSON AND COMPANY, P.A.



Florence Meikle
Office Manager
for
Pamella Watson, CPA
President

/fvm
encl.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
REAL TIME PRODUCTIONS, INC.

FILED
MAY 13 PM 9 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed under document number P96000033219 on April 12, 1996 with the Secretary of State, Tallahassee, Florida under the name Real Time Productions, Inc.

ARTICLE I

AMEND FROM: The name of the corporation is REAL TIME
PRODUCTION, INC.

TO: The name of the corporation is
REEL TIME PRODUCTION (1996) INC.

THIS AMENDMENT was adopted by the Board of Directors on the
.6th day of*May*...., 1996.

THIS AMENDMENT was adopted by the Shareholder on the *6th* day of
....*May*...., 1996.

REEL TIME PRODUCTION (1996) INC.



Terry Alexander, Director & President

STATE OF FLORIDA)
)

COUNTY OF DADE)

BEFORE ME a NOTARY PUBLIC authorized to take acknowledgment
in the State and County set forth above, personally appeared
Terry Alexander, known to me to be the person who executed the
foregoing Articles of Amendment of Incorporation and she
acknowledged before me that she executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
Official Seal in the State and County aforesaid, this 6th day of
.....*May*....., 1996.

My Commission Expires



FLORENCE V MEIKLE
My Commission CC478268
Expires Jul. 00, 1999
Bonded by HAI
800-422-1666

Florence Meikle

NOTARY PUBLIC
State of Florida at Large



FLORENCE V MEIKLE
My Commission CC470255
Expires Jul. 00, 1999
Bonded by HAI
800-422-1666

FILED
96 MAY 13 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA