

P96000039025

Stanley M. Sacks

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April 29, 1996

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

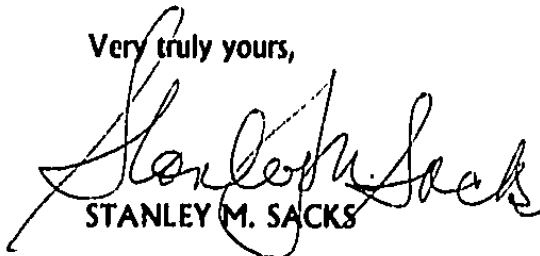
Re: Incorporation of AEM PRODUCTIONS, INC.

Gentlemen:

600001804026
-05/01/96--01119--002
***122.50 ***122.50

Enclosed please find the original and one copy of the Articles of Incorporation for the above company. Also enclosed is a check payable to the Secretary of State in the amount of \$122.50. After filing, please forward a copy of the Articles of Incorporation to this office in the enclosed self-addressed stamped envelope.

Very truly yours,


STANLEY M. SACKS

SMS/kaf

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -1 PM 2:37

gj 5/7/96

**ARTICLES OF INCORPORATION
OF**

AEM PRODUCTIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY -1 PM 2:37

THE UNDERSIGNED, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: AEM PRODUCTIONS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, specifically for sales consulting throughout the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue 100 shares of common stock, all of one class, at ONE DOLLAR (\$1.00) par value.

ARTICLE V

The address of the principal place of business of the corporation is 60 West Tropical Way, Plantation, Florida 33317-3323; and the initial registered office of the corporation is 60 West Tropical Way, Plantation, Florida 33317-3323; and the name of its registered agent at said address is ALBERT E. MOUNTCASTLE.

ARTICLE VI

The number of directors constituting its initial board of directors is TWO (2), whose names and addresses are:

ALBERT E. MOUNTCASTLE
60 West Tropical Way
Plantation, Florida 33317-3323

EMILY T. MOUNTCASTLE
60 West Tropical Way
Plantation, Florida 33317-3323

ARTICLE VII

The names and addresses of the incorporators are:

ALBERT E. MOUNTCASTLE
60 West Tropical Way
Plantation, Florida 33317-3323

EMILY T. MOUNTCASTLE
60 West Tropical Way
Plantation, Florida 33317-3323

ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have preemptive rights to new issues of authorized and newly authorized stock and treasury shares.


ALBERT E. MOUNTCASTLE


EMILY T. MOUNTCASTLE

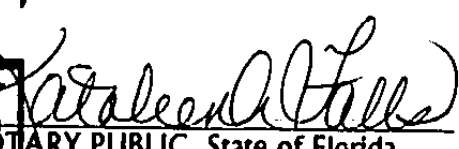
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, appeared ALBERT E. MOUNTCASTLE and EMILY T. MOUNTCASTLE, who to me are well known to be the persons described in and who subscribed the above articles of incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale, in said County and State this 29 day of April, 1996.



My Commission Expires:


KATHLEEN A. FALLS
at Large

P Knows Affiant Personally

____ Affiant produced I.D.

I.D. produced _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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.

1. The name of the corporation is: AEM PRODUCTIONS, INC.
2. The name and address of the registered agent and office is:

ALBERT E. MOUNTCASTLE
60 West Tropical Way
Plantation, Florida 33317-3323

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 PERFORMANCES OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ALBERT E. MOUNTCASTLE

DATE: April 29, 1996