

P960000044609

May 17, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

T00001881407
-05/21/96--01036--020
*****78.75 *****78.75

Re: Poverty Row Productions Inc.

To whom it may concern:

I have enclosed the original Articles of Incorporation and Certificate of Designation of Registered Office and Registered Agent, as well as one copy of each.

I have also enclosed a check in the amount of \$78.75 to cover both the initial filing fees and a certificate of status.

If you should have any questions, please contact me at 813-842-9388.

Sincerely,



Charles A. Cutter

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15-425
000

ARTICLES OF INCORPORATION
of

POVERTY ROW PRODUCTIONS INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The name of the Corporation is:

POVERTY ROW PRODUCTIONS INC.

Article 2. The principal place of business and mailing address of this corporation is:

9438 U.S. Hwy. 19 N., #222 Port Richey FL 34668

Article 3. The corporation is authorized to issue one class of stock, that stock being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Charles A. Cutter
8136 Barberrry Drive Port Richey FL 34668

Article 5. The name and street address of the incorporator of this corporation is:

Charles A. Cutter
8136 Barberrry Drive Port Richey FL 34668

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

5/17/96
Date

Charles A. Cutter
Signature of Incorporator

Charles A. Cutter
Name of Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

POVERTY ROW PRODUCTIONS INC.

1. The name and address of the corporation's registered agent and registered office is:

Charles A. Cutter
Name
8136 Barberry Drive
Street address
Port Richey, FL 34668
City/State/ZIP

Having been named as the 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.

Charles A. Cutter
Signature of registered agent.

5-17-96
Date of signature

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SECRETARY OF STATE
TAMPA, FLORIDA