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LAW OFFICES OF MELISSA M. TRIMBLE, P.A.

201 E. Pine St., Suite 700
Orlando, FL 32801

Phone (407) 423-9009
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May 31, 1996

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***\$122.50 ***\$122.50

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

RE: ACTION PRODUCTIONS, INC.

Dear Sir/Madam:

Enclosed for filing please find Articles of Incorporation and
Certificate of Designation of Registered Agent along with a check
in the amount of \$122.50.

Sincerely,

Melissa Trimble

Melissa M. Trimble
MMT/mm
enclosures

FILED
95 JUN -6 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-10-96
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FILED

96 JUN -6 AM 8:09

ARTICLES OF INCORPORATION
OF
ACTION PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Action Productions, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and engaging in any activities or business for which corporations may be incorporated under Chapter 607, Florida Statutes as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one-thousand (1,000) shares of common stock at one dollar (\$1.00) par value per share.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 initial street address of the principal office of the corporation is 106 Tortuga Court, Davenport, Florida 33837. The name of the initial registered agent of this corporation at that address is Larry Lee.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation initially shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws for the corporation; however, there shall

never be less than one (1) director.

The name and address of the initial Board of Directors of the corporation are:

Larry Lee
106 Tortuga Court
Davenport, Florida 33837.

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is: Larry Lee, 106 Tortuga Court, Davenport, Florida 33837.

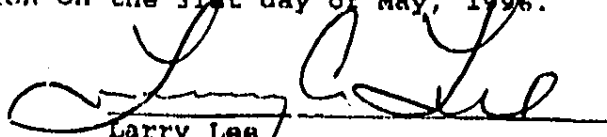
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

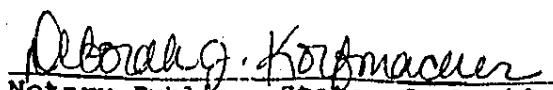
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 31st day of May, 1996.

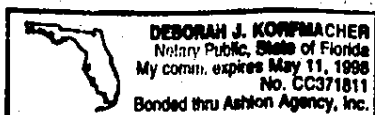

Larry Lee

STATE OF FLORIDA
COUNTY OF Orange

Sworn to and subscribed before me this 31st day of June 1996,
by Larry Lee.


Notary Public - State of Florida

Personally Known OR Produced Identification
Type of Identification Produced U.S. Passport # 044107534



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

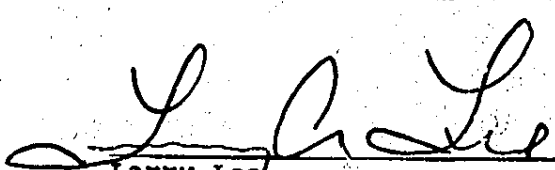
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporations is: Action Productions, Inc..
2. The name and address of the registered agent and office is: Larry Lee, 106 Tortuga Court, Davenport, Florida 33837.

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

FILED

96 JUN -6 AM 8:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Larry Lee

DATED: 6-3-96