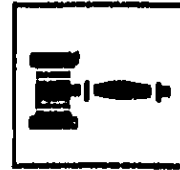


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## DOCUMENT TYPING SERVICE

2715 N. Cocon Boulevard (U.S. 1)  
Cocon, Florida 32922  
(407) 633-9353



June 10, 1996

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\*\*\*127.50 \*\*\*127.50

Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: GROUNDWORK PRODUCTIONS INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$127.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	57.50
Reg. Agent Fee	35.00
	<u>\$127.50</u>

Please file the original of the enclosed Articles of Incorporation and return a Certified Copy to the undersigned.

Yours very truly,

Connie L. Embury

PLEASE RETURN TO: LARRY JOSEPH DEAN  
525 Seacrest Avenue  
Merritt Island, FL 32952

96 JUN 20 PM 7:35  
SECRET  
TALLAHASSEE, FLORIDA

B. REGISTER JUN 24 1996

ARTICLES OF INCORPORATION  
OF  
GROUNDWORK PRODUCTIONS INC.

7:11 PM  
26 JUN 20 AM 7:35  
SECRET  
HALL

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be **GROUNDWORK PRODUCTIONS INC.**

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. **GROUNDWORK PRODUCTIONS INC.**, also may own, buy, and sell parts or all of other businesses, real estate, and investments; conduct research; develop equipment; design, construct, own, sell, and lease equipment; and hold patents. **GROUNDWORK PRODUCTIONS INC.**, may do writing of all types, including printing, publishing, distributing, buying, and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures, and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares, all of which shall be common shares with a par value of no par value.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 525 Seacrest Avenue, Merritt Island, Florida 32952 and the name of the Registered Agent is **LARRY JOSEPH DEAN**.

**ARTICLE SIX: DIRECTORS:** The Board of Directors of the corporation shall consist of no less than ONE and no more than EIGHT members. The names and addresses of the Initial Board of Directors are:

LARRY JOSEPH DEAN  
525 Seacrest Avenue  
Merritt Island, FL 32952

**ARTICLE SEVEN: INCORPORATORS:** The incorporators of the corporation and the subscribers to these Articles of Incorporation are:

LARRY JOSEPH DEAN  
525 Seacrest Avenue  
Merritt Island, FL 32952

**ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION:** The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

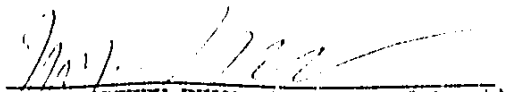
**ARTICLE NINE: COMMENCEMENT OF EXISTENCE:** The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

**ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS:** The principal place of business for said corporation is: 525 Seacrest Avenue, Merritt Island, Florida 32952 and the mailing address is: THE SAME.

**DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

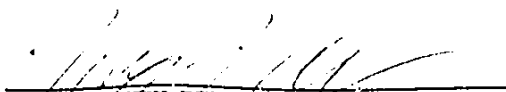
GROUNDWORK PRODUCTIONS INC., a Florida corporation, pursuant to Florida Statute 48.091, and its Articles of Incorporation, hereby designate LARRY JOSEPH DEAN, whose address is 525 Seacrest Avenue, Merritt Island, Florida 32952 as its Registered Agent and Registered Office for the service of process as required by law.

I, LARRY JOSEPH DEAN, of 525 Riverent Avenue, Merritt Island, Florida 32952 having been named in the foregoing Designation of Registered Agent by GROUNDWORK PRODUCTIONS INC., a Florida corporation and being fully advised and apprised of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

  
LARRY JOSEPH DEAN (Registered Agent)

DATED this 10 day of June, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 10 day of June, 1996.

  
LARRY JOSEPH DEAN Incorporator

FILED  
96 JUN 20 AM 7:35  
SEAL  
TALLAHASSEE, FLORIDA