

P 96 0000 55089

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Patricia Beach Film Productions, Inc No. 52504

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies

☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

..... P. CHANDLER JUN 28 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/28		
TIME	9:30		CK No. _____
BY	JP		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PALM BEACH FILM PRODUCTIONS, INC.

FILED
95 JUN 28 AM 11:33
TALLAHASSEE, FLORIDA

I the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

PALM BEACH FILM PRODUCTIONS, INC.

ARTICLE II

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

ARTICLE III

The general purpose of the corporation will be to establish a film, motion picture production company. To invest in the production of entertainment projects. To establish production companies for the production of films, videos, music creations, live presentations and any other area that may be related to such projects. Further, to purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description and to engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 7301 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is **H. BRYANT SIMS, ESQUIRE.**

ARTICLE VIII

This Corporation shall have four directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The names and addresses of the initial Board of Directors are:

H. BRYANT SIMS
7301 South Dixie Highway
West Palm Beach, Florida 33405

JOSEPH F. McINERNEY
251 Orange Grove Road
Palm Beach, Florida 33480

FRED W. PRICHARD
247 Seaspray Avenue
Palm Beach, Florida 33480

ROBERT P. DAVIS
220 Blackstone Road
Providence, Rhode Island 02906

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

H. BRYANT SIMS
7301 SOUTH DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33405

ARTICLE X

The Officers of the Corporation shall be:

H. BRYANT SIMS - PRESIDENT AND TREASURER
7301 SOUTH DIXIE HIGHWAY
WEST PALM BEACH, FLORIDA 33405

JOSEPH P. McINERNEY - VICE PRESIDENT AND SECRETARY
251 ORANGE GROVE ROAD
PALM BEACH, FLORIDA 33480

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.

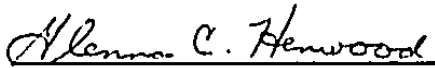
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

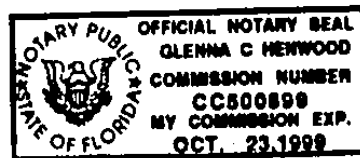
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of June, 1996.


H. BRYANT SIMS

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, H. BRYANT SIMS, who is personally known to me, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed, this 20th day of June, 1996.


GLENNA C. HENWOOD
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
MY COMMISSION EXPIRES:



ACCEPTANCE OF REGISTERED AGENT

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


H. BRYANT SIMS, ESQUIRE

FILED
96 JUN 28 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA