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June 27, 1996

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

Re: Timeline Productions, Inc.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>35.00</u>
	\$122.50

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB
Enclosures

96 JUL -1 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL - 3 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is TIMELINE PRODUCTIONS, INC.

ARTICLE II

The principal office and mailing address of the corporation is 160 E. Lake Brantley Dr., Longwood, Florida 32779.

ARTICLE III

The number of shares the corporation is authorized to issue is 10,000 common, \$1.00 par value, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of future distributions of stock. The board of directors shall have the authority to fix the procedures for exercising such rights at the time of future distributions of stock.

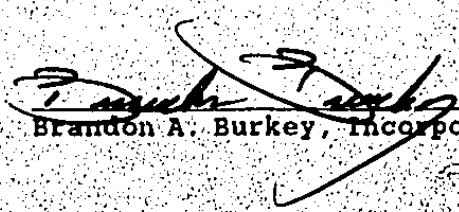
ARTICLE V

The street address of the corporation's initial registered agent is 180 S. Knowles Ave., Winter Park, Florida 32789, and the corporation's initial registered agent is Jed Berman.

ARTICLE VI

The name and address of the Incorporator is Brandon A. Burkey, 160 E. Lake Brantley Dr., Longwood, Florida 32779.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand and seal this 27th day of June, 1996.


Brandon A. Burkey, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

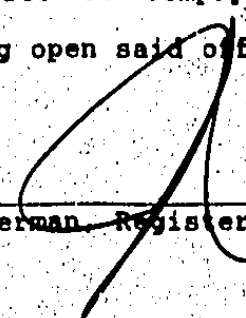
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESSED MAY BE SERVED.

Pursuant to Fla. Stat. 48.091, the following is submitted in compliance thereof.

That TIMELINE PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, has named Jed Berman, located at 180 S. Knowles Ave., Winter Park, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for TIMELINE PRODUCTIONS, INC. at the place designated in this certificate, I hereby accept said designation and agree to comply with the statutory requirement relevant to keeping open said office.


Jed Berman, Registered Agent