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7/12/96 10:50 AM FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

MADISON FL 32340-0000
CONTACT: ANNETTE M SOWELL
PHONE: (904) 973-4186
FAX: (904) 973-8564
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLORIDA MOVIE PRODUCERS, INC.

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96 JUL 12 PM 2:55
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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby executed these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is FLORIDA MOVIE PRODUCERS, INC.

ARTICLE II

PURPOSES AND POWERS

The general purpose or purposes for which the corporation is organized is that of buying and producing movie and television shows, and anything related thereto, and the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is one thousand (1000) shares with a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV.

PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to any stock issued after the initial

Edwin B. Browning, Jr.
PO Drawer 652
Madison, FL 32341
FLA Bar ID #009562

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subscription designated for the incorporators of the corporation.

ARTICLE V.

EXISTENCE AND EFFECTIVE DATE

This corporation shall exist perpetually, and the commencement of corporate existence shall be the time of the filing of the Articles of Incorporation with the Department of State.

ARTICLE VI.

REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the corporation shall be Highway 53 South, Madison, Florida 32340, and the resident agent of the corporation is Thomas H. Greene, Jr. whose physical and mailing address is Highway 53 South, Madison, Florida 32340.

ARTICLE VII.

OFFICERS

The initial officers of this corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Thomas H. Greene, Jr.	P.O. Box 772 Madison, FL 32341	President
Thomas Gunter	5000 SE 30th Court Ocala, FL 34480	V i c e - President
Emerald Greene Kinsley	P.O. Box 772 Madison, FL 32340	Secretary & Treasurer

ARTICLE VIII.

INITIAL DIRECTORS

The initial directors of this corporation shall be as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Thomas H. Greene, Jr.	P.O. Box 772 Madison, FL 32341
Thomas Gunter	5000 SE 30th Court Ocala, FL 34480
Emerald Greene Kinsley	P.O. Box 772 Madison, FL 32340

**ARTICLE IX.
INCORPORATORS**

The name and address of the sole incorporator, and the number of shares of stock agreed that he should receive and purchase of the initial issue of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Thomas H. Greene, Jr.	P.O. Box 772 Madison, FL 32341	100

ARTICLE X.

TRANSACTIONS WITH INTERESTED PERSON

No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested shall be affected or invalidated by

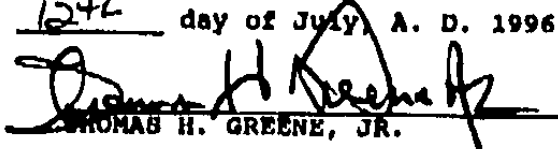
(a) The fact that any one or more of the stockholders of this corporation has an interest in or is a director, officer of stockholder of another corporation; (b) the fact that any stockholder individually or jointly with others may be a party to or may be interested in any such contract or transaction, and each and every person who may become a stockholder of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contract with the corporation for the benefit of himself or any firm or corporation in which he may be anywise interested.

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ARTICLE XI.

This corporation elects to be governed by Section 1244 of the Internal Revenue code of 1954.

IN WITNESS WHEREOF, the said incorporator has herunto set his hand and seal this 12th day of July, A. D. 1996.


THOMAS H. GREENE, JR.

STATE OF FLORIDA
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared THOMAS H. GREENE, JR. before me known to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this 12th day of July, A. D. 1996.


Notary Public

My Commission Expires:

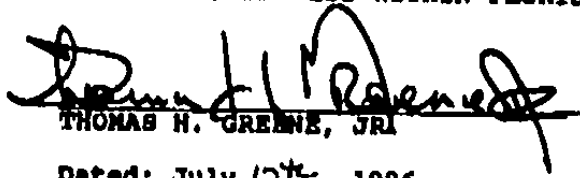


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

FLORIDA MOVIE PRODUCERS, INC., TO ORGANIZE OR QUALIFY

UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
HIGHWAY 53 SOUTH, MADISON, FLORIDA 32340, HAS NAMED THOMAS H.
GREENE, JR., WHOSE ADDRESS IS HIGHWAY 53 SOUTH, MADISON, FLORIDA
32340, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


THOMAS H. GREENE, JR.

Dated: July 12th, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


THOMAS H. GREENE, JR.
Resident Agent

Dated: July 12th, 1996

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96 JUL 12 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA