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MARK E. PENA, ESQUIRE
ATTORNEY AT LAW

3301 Bayshore Boulevard, #2208, Tampa, Florida 33629

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Fax (813) 348-0864

July 19, 1996

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

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-07/22/96--01080--000
***122.50 ***122.50

Re: J. H. P. Productions, Inc.

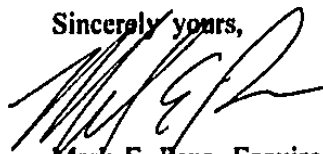
Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 to cover your corporate fees and copy charges.

Please file this corporation with your office and return a certified copy of the Articles to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Sincerely yours,


Mark E. Pena, Esquire
Attorney at Law

FILED
96 JUL 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MEP:pw
Enclosure

JUL 23 1996 BSB



**ARTICLES OF INCORPORATION
OF**

J. H. P. PRODUCTIONS, INC.

FILED
96 JUL 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be J. H. P. Productions, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is:

3301 Bayshore Boulevard #2206
Tampa, Florida 33629

The name of the initial registered agent of this corporation is MARK E. PENA whose mailing address is 3301 Bayshore Boulevard #2206, Tampa, Florida 33629.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the first Board of Directors are as follows:

Jose Henry Pena, President/Treasurer
3301 Bayshore Boulevard #2206
Tampa, Florida 33629


Jaqueline Pena, Vice President/Secretary
3301 Bayshore Boulevard #2206
Tampa, Florida 33629

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:

Mark E. Pena
3301 Bayshore Boulevard #2206
Tampa, Florida 33629

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of July, 1996.

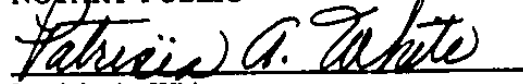

MARK E. PENA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 19th day of July, 1996, personally appeared before me, the undersigned authority, MARK E. PENA, party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of these Articles of Incorporation, he did acknowledge that he signed, sealed, and delivered said Articles of Incorporation as his voluntary act and deed, and that the facts contained herein are truly set forth.

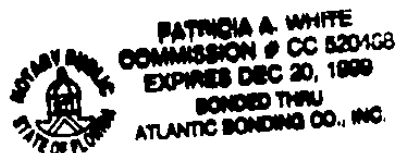
IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 19th day of ^{July}~~April~~, 1996.

NOTARY PUBLIC


Patricia A. White

My Commission Expires:

PATRICIA A. White
Printed Name



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

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That J. H. P. PRODUCTIONS, INC. desiring to organize under the laws of the State of Florida as a corporation with its principle office, as indicated in its Articles of Incorporation, at 3301 Bayshore Boulevard #2206, Tampa, Florida 33629, has named MARK E. PENA, as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.


MARK E. PENA

FILED
96 JUL 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA