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9/18/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000013094 3)))

TO: DIVISION OF CORPORATIONS
FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305) 672-0686
FAX #: (904) 922-4001
ACCT#: 073171003004
FAX #: (305) 672-9110

NAME: PAST PRODUCTIONS INC
AUDIT NUMBER.....H96000013094
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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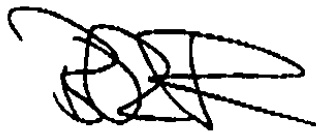
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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
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I am aware of the corporation
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896 1333
9/19/96
JPC



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 19, 1996

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: PAST PRODUCTIONS, INC.
REF: H96000019794

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Dana Calloway
Document Specialist

FAX Aud. #: H96000013094
Letter Number: 496A00043374

H96000013084

**Articles of Incorporation
of
Past Productions, Inc.**

FILED
SEP 13 1990
CLERK OF DISTRICT COURT
MIDDLESEX COUNTY
FLORIDA

Article I. Name

The name of this Florida corporation is:
Past Productions, Inc.

EFFECTIVE DATE
9-18-90

Article II. Address

The mailing address of the Corporation is:
Past Productions, Inc.
P.O. Box 8416
Clearwater FL 34618

Article III. Capital Stock

The Corporation shall have the authority to issue 10,000,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Guy Cote
19135 North U.S. Highway 19, # E9
Clearwater FL 34624

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Guy Cote

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 18, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 17, 1996

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0688

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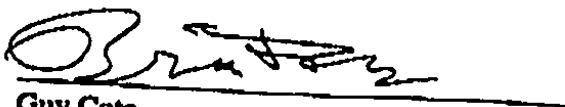
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Past Productions, Inc.

REGISTERED AGENT:
Guy Cote
19135 North U.S. Highway 19, # E9
Clearwater FL 34624

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SEP 19 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Guy Cote
by Brian R. Fons as attorney-in-fact

Date: 9/18/96

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-5629
(305) 672-0686

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