

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: C.D. Productions, Inc.

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

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

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

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN Will Pick Up 926 1100 AB 9/26

**ARTICLES OF INCORPORATION
OF**

C D Productions, Inc.

**FILED
96 SEP 25 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
NAME**

The name of the corporation is **C D Productions, Inc.**

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of entertainment productions and promotions and any other business not prohibited by law.

**ARTICLE IV
CAPITAL STOCK**

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2717 Northwest 24th Terrace, Gainesville, Florida 32605, and the name of the initial registered agent of this corporation at that address is Carolyn Daniel.

ARTICLE VI DIRECTOR

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first Board of Directors of the corporation is:

Name

Address

Cynthia Lynn Daniel

2717 Northwest 24th Terrace
Gainesville, Florida 32605

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII INITIAL PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2717 Northwest 24th Terrace, Gainesville, Florida 32605.

**ARTICLE VIII
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

**ARTICLE IX
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Name	Address
Cynthia Lynn Daniel	2717 Northwest 24th Terrace Gainesville, Florida 32605

**ARTICLE XI
OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name	Address
President Cynthia Lynn Daniel	2717 Northwest 24th Terrace Gainesville, Florida 32605

Vice President
C. B. Daniel, Jr.

2717 Northwest 24th Terrace
Gainesville, Florida 32605

Secretary
Carolyn Daniel

2717 Northwest 24th Terrace
Gainesville, Florida 32605

Treasurer
Carolyn Daniel

2717 Northwest 24th Terrace
Gainesville, Florida 32605

ARTICLE XII AMENDMENT

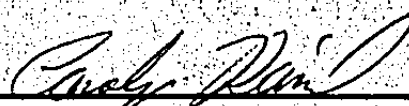
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators has executed these Articles the 12 day
of September, 1996.


CYNTHIA LYNN DANIEL

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.


Carolyn Daniel
2717 Northwest 24th Terrace
Gainesville, Florida 32605
Dated: 9-12-96