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DAMORE & MORGAN

ATTORNEYS AT LAW
154 SOUTH HALIFAX AVENUE
DAYTONA BEACH, FLORIDA 32118

DAVID R. DAMORE, P.A.
DAVID S. MORGAN

(001) 230-0770
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September 23, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700001960307
-10/01/96--01019--002
*****70.00 *****70.00

Re: Corporation

Scar Sirs:

Enclosed please find the original Articles of Incorporation, along with a check in the amount of \$70.00 to cover the following costs:

Filing fee:	\$35.00
Registered Agent Designation:	\$35.00

Thank you in advance for your assistance.

Sincerely,



David R. Damore

DRD:rn

Enclosure

OCT 3 1996

BSB

FILED
96 SEP 30 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Supix (Inc.)
DATE 10/4/96
DOC. EXAM BSB

**ARTICLES OF INCORPORATION
FOR
MADE UP MIND PRODUCTIONS, INC. Corp.**

FILED
96 SEP 30 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

**ARTICLE I
Corporation Name**

The name of the corporation is: Made Up Mind Productions, INC. Corp.

**ARTICLE II
Duration**

This corporation shall exist perpetually, unless otherwise dissolved according to Florida law.

**ARTICLE III
Purpose**

The purpose of this corporation is to conduct any and all business activities as permitted under the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

This corporation is authorized to issue 100 shares of common stock having a normal par value of \$1.00.

**ARTICLE V
Right of First Refusal**

Each initial director shall have the first right to purchase the shares of stock held by other in the event a sale is desired.

**ARTICLE VI
Initial Registered Agent and Office**

The name and street address and mailing address of the Registered Agent of this corporation is:

Gerald G. Smith

10 Halifax Park
Daytona Beach, Florida 32114

ARTICLE VII
Initial Incorporators

The name and street addresses of the initial Board of Incorporators are:

Corporation Information Services
P.O. Box 5828
Tallahassee, Florida 32314

ARTICLE VIII
Initial Board of Directors

This corporation shall initially have one (1) director. The name of directors of this corporation may be changed at any time, but shall never be less than one.

The name and street address of the initial Board of Directors is:

Gerald G. Smith 10 Halifax Park
Daytona Beach, Florida 32114

The undersigned subscriber(s), in witness hereof, have executed the Articles of Incorporation, this 23 day of September, 1996.


Gerald G. Smith

STATE OF FLORIDA
COUNTY OF VOLUSIA

Sworn to and subscribed before me who is personally known or has produced identification, this 23 day of September, 1996.


Notary Public

My commission expires:



ROSEMARIE NOLAN
MY COMMISSION # CC 231275 EXPIRES
September 24, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT
CERTIFICATE AND ACKNOWLEDGEMENT

FILED

96 SEP 30 AM 9:31

CERTIFICATE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

MADE UP MINDS PRODUCTIONS, INC.

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED AGENT OFFICE
AS INDICATED IN THE ARTICLES OF INCORPORATION AT:


10 Halifax Park
Daytona Beach, Florida 32114

HAS NAMED GERALD G. SMITH

LOCATED AT THE HEREIN MENTIONED ADDRESS, AS ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

10 Halifax Park
Daytona Beach, Florida 32114

I HEREBY ACCEPT TO ACT AS REGISTERED AGENT AND ACCEPT
SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AND
AGREE TO COMPLY WITH THE PROVISIONS OF THE LAWS OF FLORIDA IN
KEEPING OPEN SAID OFFICE.


GERALD G. SMITH
REGISTERED AGENT