

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0391 FAX

800-342-8086

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P96000086321

ACCOUNT NO. : 072100000032

REFERENCE : 125092 5020246

AUTHORIZATION : *Patricia Pizich*

COST LIMIT : \$ 122.50

ORDER DATE : October 18, 1996

ORDER TIME : 11:19 AM

ORDER NO. : 125092-005

CUSTOMER NO: 5020246

CUSTOMER: Larry J. Gonzales, Esq
THORNTON TORRENCE & GONZALES,
PA
Suite One
6645 Ridge Road
Port Richey, FL 34668

DOMESTIC FILING

NAME: LTR ENTERTAINMENT
CORPORATION

EFFECTIVE DATE:

EFFECTIVE DATE
10-17-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
96 OCT 18 PM 3:05
STATE
TALLAHASSEE, FLORIDA

DMC
RECEIVED
96 OCT 19 PM 1:54
DIVISION OF
INCORPORATION

ARTICLES OF INCORPORATION
OF
LTR ENTERTAINMENT CORPORATION

FILED
OCT 18 PM 3:05

TALL
FLORIDA

EFFECTIVE DATE

10-17-96

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: LTR ENTERTAINMENT CORPORATION, and the address is: 8826 U.S. Highway North, Port Richey, FL 34668.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is LARRY J. GONZALES.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
LEX T. ROBERTSON, SR.	8826 U.S. Highway 19 North Port Richey, FL 34668
JOYCE ROBERTSON	8826 U.S. Highway 19 North Port Richey, FL 34668
LEX T. ROBERTSON, JR.	8826 U.S. Highway 19 North Port Richey, FL 34668

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME	ADDRESS
LARRY J. GONZALES	6645 Ridge Road Port Richey, FL 34668

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE III: AMENDMENT

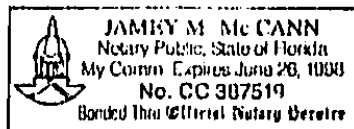
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

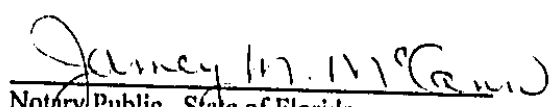
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of October, 1996.


LARRY J. GONZALES

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing Articles of Incorporation were acknowledged before me this 17th day of October, 1996, by LARRY J. GONZALES, who is personally known to me.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 17th day of October, 1996.


LARRY J. GONZALES