

(SAMPLE LETTER OF TRANSMITTAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 21 PM 1:25

Date 11/15/96

P96000095270

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: GRIZZLY PRODUCTIONS OF FLORIDA
(name of corporation)

Inc.
100002007661--7
-11/19/96--01050--013
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

William Vergis

WILLIAM VERGIS

(individual's name)

GRIZZLY PRODUCTIONS OF FLORIDA, INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
6157 NW 167th St., Suite F-4		
MIAMI, FL 33015		
PHONE		
(305)	828-7231	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

GRIZZLY Productions of FLORIDA, Inc.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

GRIZZLY PRODUCTIONS of FLORIDA INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares (500) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>PETER TORS</u>	
ADDRESS	<u>6157 NW 16TH STREET, Suite F-4</u>	
CITY	<u>MIAMI</u>	FLORIDA <u>ZIP 33015</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>GRIZZLY PRODUCTIONS of FLORIDA, Inc. - Studio Center</u>	
ADDRESS	<u>6157 NW 16TH STREET, Suite F-4</u>	
CITY	<u>MIAMI</u>	FLORIDA <u>ZIP 33015</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>PETER TORS</u>	
ADDRESS	<u>6765 MIAMI LAKES DRIVE, Suite 241</u>	
CITY	<u>MIAMI LAKES</u>	STATE <u>FL.</u> <u>ZIP 33014</u>
NAME	<u>WILLIAM VERGUS</u>	
ADDRESS	<u>2000 HIATUS ROAD</u>	
CITY	<u>PEMBROKE PINES</u>	STATE <u>FL</u> <u>ZIP 33026</u>
NAME		
ADDRESS		
CITY		STATE <u>ZIP</u>

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	PETER TORS		
ADDRESS	6765 MIAMI LAKES DRIVE, Suite 241		
CITY	MIAMI LAKES	STATE	FL ZIP 33014
NAME	WILLIAM VERGIS		
ADDRESS	2000 HIATUS ROAD		
CITY	DEMBOROKE PINES	STATE	FL ZIP 33026
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of Nov., 19 96

Peter Tors (Seal)
William Vergis (Seal)
 _____ (Seal)



"OFFICIAL SEAL"
 Silvina Dos Santos
 My Commission Expires 9/22/2000
 Commission #CC 587412

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 1:26

CERTIFICATE OF REGISTERED AGENT
OF

GRIZZLY Productions of Florida, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at STUDIO CENTER - 6157 NW 167th ST.
SUITE F-4, MIAMI, FLORIDA 33015
has named PETER TORS

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Peter Tors
(registered agent)