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PETERSON & MYERS, P.A.
ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK P. BRANDON
BEACH A. BROOKS, JR.
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MASSEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
ROBERT E. PUTERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611
(941) 683-8042
FAX 676-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6811
(941) 676-6934
FAX 682-8031

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608
141 5TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 894-3360
FAX 899-5498

PLEASE REPLY TO:

February 6, 1996

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-11/19/96--01023--004
*****70.00 *****70.00

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

RE: PALETTE PRODUCTIONS, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of PALETTE PRODUCTIONS, INC., subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fees.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely

Peter J. Munson

PJM/sd
Enclosures

FILED
96 NOV 18 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TH
11-21-96

ARTICLES OF INCORPORATION
OF
PALETTE PRODUCTIONS, INC.

FILED
96 NOV 18 PM 3:41
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, being of full age, does hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and does hereby accept all the rights, privileges and obligations conferred and imposed by the Laws of The State of Florida.

ARTICLE I - NAME

The name of this corporation is **PALETTE PRODUCTIONS, INC.**, with its principal address at 808 East Rose Street, Lakeland, Florida 33801.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business permitted under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE (\$1.00) DOLLAR par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

corporation is 808 East Rose Street, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation at that address is PEGGIE B. WHITWORTH.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1) or more than five (5). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
PEGGIE B. WHITWORTH	808 East Rose Street Lakeland, Florida 33801

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
PEGGIE B. WHITWORTH	808 East Rose Street Lakeland, Florida 33801

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of November, 1996.



PEGGIE B. WHITWORTH

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared PEGGIE B. WHITWORTH, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 14 day of November, 1996.


Notary Public

(SEAL)

My commission expires:



Linda M. McKenzie
MY COMMISSION # 00550503 EXPIRES
June 26, 2000
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

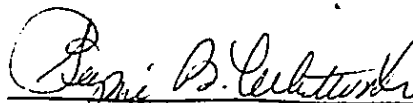
FIRST: That PALETTE PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Lakeland, State of Florida, has named PEGGIE B. WHITWORTH, located at 808 East Rose Street, Lakeland, Florida 33801, as its agent to accept service of process within Florida.



PEGGIE B. WHITWORTH
TITLE: PRESIDENT

DATE: November 14, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.



PEGGIE B. WHITWORTH
TITLE: RESIDENT AGENT

DATE: November 14, 1996

FILED
NOV 18 1996
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT
18 PM 3:41