

P 96000096884

CAPITAL CONNECTION, INC.

477 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

RE: Heizel Productions
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 DEC -2 AM 10:30
 RECEIVED

DEC - 2 1996

	C.C. FEE.	DISBURSED
_____ Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	900002016649--3	
_____ Annual Report/Reinstatement	-12/02/96--01009--019	
_____ Reg. Agent Service	***122.50	***122.50
_____ Document Filing	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prop.	_____	_____
_____ FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

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

RECEIVED
 96 DEC -2 AM 11:18
 DIVISION

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAP

WALK-IN 10:2
 Will Pick Up 24400

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

FILED

96 DEC -2 AM 10:30

ARTICLES OF INCORPORATION

STATE
FLORIDA

OF

HERZEL PRODUCTIONS, INC.

ARTICLE I - NAME

The name of this Corporation is HERZEL PRODUCTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is SOUTH OF THE BORDER RESTAURANT, 103400 OVERSEAS HIGHWAY, KEY LARGO, FLORIDA 33037.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows: 1000 shares of common stock. All shares shall be voting shares. There shall be no more than 35 shareholders at any one time.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at SOUTH OF THE BORDER RESTAURANT, 103400 OVERSEAS HIGHWAY, KEY LARGO, FLORIDA 33037. The name of the initial registered agent of this Corporation at that address is DAVID HERZEL. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is Diane M. McGuire, Esquire, LAW OFFICES OF DIANE M. McGUIRE, 103400 Overseas Highway, Suite 201, P.O. Box 1062, Key Largo, Florida 33037.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial directors of this Corporation is:

	<u>NAME</u>	<u>ADDRESS</u>
1.	BRENDA HERZEL	6064 South Eudora Way Littleton, CO 80121
2.	DAVID HERZEL	104359 Overseas Hwy., #405 Key Largo, Florida 33037

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 27th day of November, 1996.

Diane McGuire
DIANE M. McGUIRE
INCORPORATOR

STATE OF FLORIDA)
)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 27th day of November, 1996,
by DIANE M. McGUIRE, who is personally known to me or who has produced _____
_____ as identification and who (did) (did not) take an oath.

LAURIE SCANLON, NOTARY PUBLIC

Laurie Scanlon
Signature of Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 DEC -2 AM 10:31

DATE
FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Herzel Productions, Inc.

2. The name and street address of the registered agent and office is: David Herzel

South of the Border Restaurant
103400 Overseas Highway
Key Largo, Florida 33037

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


