

P 960000096884

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: Heizer Productions
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 DEC -2 AM 10:50

DEC - 2 1995

	C.C. FEE.	DISBURSED
Capital Express SM		
<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 Prep.		
FAX () pgs.		
SUBTOTALS		

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

WALK-IN Will Pick Up 182 2400

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

RECEIVED
 96 DEC -2 AM 9:19
 DIVISION OF CORPORATIONS

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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 DEC -2 AM 10: 30

ARTICLES OF INCORPORATION
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.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

96 DEC -2 AM 10:31

STATE
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.

