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· CAPITAL CONNECTION, INC.	
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302	RE: Hollywood Holding
TOLL FREE No. 1-800-342-8062	
FAX (904) 222-1222	LOIP.
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	1 1/2% per month on Past Due Amounts from
11-2839-7 PONDER'S INC., THOUASVILLE, GA.	Past 30 Days, 10% per Annum. Your Capital Connection

ARTICLES OF INCORPORATION OF HOLLYWOOD HOLDING CORP.

ARTICLE I - NAME

The name of the corporation shall be: Hollywood Holding

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SECRE FARY OF STATE TALLAHASSEE. FLORIDA

Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 100 W. Cypress Creek Road, Suite 910, Fort Lauderdale, FL 33309.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of ten cents (.10).

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Rana M. Gorzeck 100 W. Cypress Creek Road, Suite 910 Fort Lauderdale, Florida 33309

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>

<u>Address</u>

Rana M. Gorzeck, Esquire 100 W. Cypress Creek Road Suite 910 Ft. Lauderdale, Florida 33309

The undersigned has executed these Articles of Incorporation this 26th day of December, 1996.

Rana M. Gorzeck, Incorporator

STATE OF FLORIDA COUNTY OF BROWARD)

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SECRETARY OF STATE SECRETARY OF STATE The foregoing Articles of Incorpolitation of Hollywood Holding Corp. were acknowledged before me this 26th day of December, 1996, by Rana M. Gorzeck, as Incorporator, who is personally known to me) or who has produced a Florida Driver's License as identification.

My commission expires:

OFFICIAL NOTARY SEAL DEBORAH E MASSA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC330276 MY COMMISSION EXP. NOV. 15,1997

Debarah Emran

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Print Name: Deborah E. Massa

CERTIFICATE OF DESIGNATION REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: Hollywood Holding Corp. 1.

The name and address of the registered agent and office is: 2. Rana M. Gorzeck, 100 W. Cypress Creek Road, Suite 910, Fort Lauderdale, Florida 33309.

Mana M. Gorgeck Rana M. Gorzeck, Incorporator

Date: December 26, 1996

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.

Date: December 26, 1996

Rana M. Gorzeck, Registered Agent

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