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KELLEY, HERMAN & MILLS
LAWYERS

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SUITE 206
1401 EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
AREA CODE 954
TELEPHONE 462-7806
TELEFAX 522-0396

January 2, 1997

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/07/97--01038--016
****122.50 ****122.50

RE: 1304 Productions, Inc.

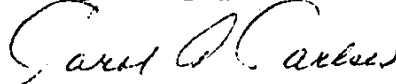
Gentlemen:

Enclosed you will find duplicate original of the Articles of Incorporation for 1304 Productions, Inc. for filing by the Secretary of State in accordance with the Florida General Corporation Act. You will also find enclosed a check payable to the Department of State in the amount of \$122.50 representing the fee for filing of same.

Please mail a certified copy of the Articles of Incorporation to Patrick G. Kelley, Esq., 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301.

Thank you for your assistance in this matter.

Very truly yours,



Carol A. Carlsen
Legal Assistant

/cc
Enclosures

FILED
97 JAN -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. G. GIBSON JAN 10 1997

ARTICLES OF INCORPORATION

OF

1304 PRODUCTIONS, INC.

FILED

97 JAN -6 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is 1304 PRODUCTIONS, INC.

ARTICLE II

This corporation shall exist in perpetuity.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

The street address of the initial registered office of this corporation is 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is: Patrick G. Kelley. The principal office of this corporation is 1401 E. Broward Blvd., Suite 206, Ft. Lauderdale, FL 33301.

ARTICLE VI

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

Paul Pope
1401 E. Broward Blvd., Suite 206
Ft. Lauderdale, FL 33301

ARTICLE VII

The names and addresses of the persons signing these articles are:

Paul Pope
1401 E. Broward Blvd., Suite 206
Ft. Lauderdale, FL 33301

ARTICLE VIII

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

ARTICLE IX

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

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 subscribers have executed these Articles of Incorporation this 30 day of December, 1996.



Paul Pope

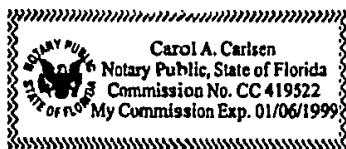
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Paul Pope, to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscribed thereto.

WITNESS my hand and official seal this 30 day of December, 1996.


NOTARY PUBLIC

My Commission expires:




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:

THAT 1304 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 FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED

PATRICK G. KELLEY
1401 E. BROWARD BLVD., SUITE 206
FT. LAUDERDALE, FL 33301


AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



PAUL PORE

ACCEPTANCE

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 PERFORMANCE OF MY DUTIES.



PATRICK G. KELLEY
Registered Agent

FILED
97 JAN -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA