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((H97000002435 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ANTHONY P. BERNARD
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NAME: ASHLEY PRODUCTIONS, INC.

AUDIT NUMBER.....H97000002435

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

nc 2/13/97

FAX AUDIT#: H97000002435

ARTICLES OF INCORPORATION

ASHLEY PRODUCTIONS, INC.

(Name of Corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS: ASHLEY PRODUCTIONS, INC.
22338 S.W. 103 COURT, MIAMI, FL 33190

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME LINDA STEVENSON
ADDRESS 22338 S.W. 103 COURT
CITY MIAMI STATE FLORIDA ZIP 33190

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTOR(S) 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 NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME	<u>LINDA STEVENSON (PRESIDENT)</u>			
ADDRESS	<u>22338 S.W. 103 COURT</u>			
CITY	<u>MIAMI</u>	STATE	<u>FL</u>	ZIP <u>33190</u>
NAME	<u>RUTH MONTEIRO (VICE-PRESIDENT/OPERATION MANAGER)</u>			
ADDRESS	<u>11110 S.W. 196 ST. #A103</u>			
CITY	<u>MIAMI</u>	STATE	<u>FL</u>	ZIP <u>33157</u>
NAME				
ADDRESS				
CITY		STATE		ZIP
NAME				
ADDRESS				
CITY		STATE		ZIP

PREPARED BY : ANTHONY BERNARD
16201 S.W. 95 AVENUE
STE. # 109
MIAMI FL 33157
(305) 251-4591

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME	LINDA STEVENSON (PRESIDENT)		
ADDRESS	22338 S.W. 103 CT.		
CITY	MIAMI	STATE	FL
		ZIP	33190
NAME	RUTH MONTEIRO (VICE-PRESIDENT)		
ADDRESS	11110 S.W. 196 ST. #A103		
CITY	MIAMI	STATE	FL
		ZIP	33157
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS TENTH DAY OF FEBRUARY 1997.

Linda Stevenson (SEAL)
Ruth Monteiro (SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

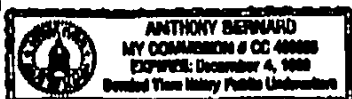
BEFORE ME, A NOTARY PUBLIC PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY
SET FORTH ABOVE, PERSONALLY APPEARED

LINDA STEVENSON AND RUTH MONTEIRO

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERETO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID.
THIS TENTH DAY OF FEBRUARY 1997.

(NOTARY SEAL)



[Signature]
(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

ASHLEY PRODUCTIONS, INC.

(NAME OF CORPORATION)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

AT 22338 S.W. 103 CT., MIAMI FL 33190

HAS NAMED LINDA STEVENSON

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

Linda Stevenson
(REGISTERED AGENT)

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95 AVENUE
STE. # 109
MIAMI FL 33157
(305) 251-4591

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