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ADMITTED IN FLORIDA AND NEW JERSEY
FLORIDA BOARD CERTIFIED TAX ATTORNEY

TEL 561 / 392-1405

February 10, 1997

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re.: Real to Reel Productions, Inc.

Gentlemen:

Enclosed herewith are an original and duplicate original of the Articles of Incorporation and the Certificate designating the place of business for service of process and naming a registered agent. Kindly file the original of the Articles and the Certificate in your office. Please supply me with a copy of each document. For this purpose I am enclosing a self-addressed envelope for your use.

I am also enclosing herein a trust account check payable to your order in the amount of \$70.00 to cover the fee for the filing of the Articles and Certificate designating the registered agent.

Your early attention hereto would be appreciated.

Very truly yours,

Jerome R. Miller

JRM/mrd

Enclosures

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*****70.00 *****70.00

2-17-97

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97 FEB 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REAL TO REEL PRODUCTIONS, INC.**

We, the undersigned, natural persons competent to contract, do hereby make, subscribe, and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be REAL TO REEL PRODUCTIONS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in video productions and any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

A. The total authorized capital stock of this Corporation is 1000 shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash or other consideration of any new stock of this Corporation, whether of the same kind or of another class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

C. Every shareholder shall be required to consent to the election of this corporation as an S corporation under the provisions of the Internal Revenue Code and the regulations promulgated thereunder.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is 9632 Tavernier Drive, Boca Raton, FL 33496. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have not less than two (2) Directors.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the Board of Directors are:

NAME	ADDRESS
Scott Milim	9632 Tavernier Drive Boca Raton, Florida 33496
Laurie Milim	9632 Tavernier Drive Boca Raton, Florida 33496

ARTICLE VIII

SUBSCRIBER

The names and street addresses of the subscribers of these Articles of Incorporation are:

Scott Milim 9632 Tavernier Drive Boca Raton, Florida 33496	Laurie Milim 9632 Tavernier Drive Boca Raton, Florida 33496
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ARTICLE IX


INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1300 N. Federal Highway, Suite 107, Boca Raton, Florida 33432 and the name of the initial registered agent of this Corporation at that address is JEROME R. MILLER, ESQ.

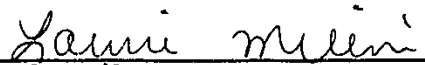
ARTICLE X

COMMENCEMENT OF CORPORATE EXISTENCE

Pursuant to Section 607.167, Florida Statutes, this Corporation shall commence its corporate existence upon filing.



Subscriber




Subscriber

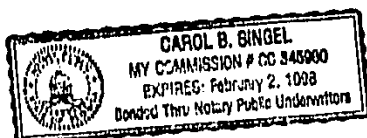
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Scott Milim and Laurie Milim to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 29 day of January 1997.



NOTARY PUBLIC
My commission expires:



2-2-98

FILED
97 FEB 13 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That REAL TO REEL PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 1300 N. Federal Highway, Suite 107, Boca Raton, Florida 33432, has named JEROME R. MILLER, ESQ., located at 1300 N. Federal Highway, Suite 107, Boca Raton, Florida 33432, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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 and complete performance of my duties.


Jerome R. Miller, Esq.