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March 4, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

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-03/06/97--01069--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Carson Productions, Inc.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee  
52.50 - One Certified Copy  
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,  
STRICKLAND & WEINER, P.A.

April A. Haley  
Corporate Legal Assistant

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TALLAHASSEE, FLORIDA

3/12/97  
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ARTICLES OF INCORPORATION OF  
CARSON PRODUCTIONS, INC.

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TALLAHASSEE  
FLORIDA

Article I - Name

The name of this corporation is Carson Productions, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is Yvonne D'Ambrose.


Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Yvonne D'Ambrose, 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is Yvonne D'Ambrose, 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20 day of February, 1997.

  
YVONNE D'AMBROSE, Incorporator (S)

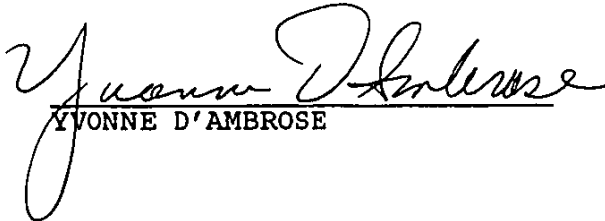
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FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, YVONNE D'AMBROSE, having a street address of 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236, having been appointed by the directors of CARSON PRODUCTIONS, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 1100 Imperial Drive, Suite 103, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. She accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
YVONNE D'AMBROSE

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