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WOLFE, YOUNG, O'BAKER & COMPANY

Accountants & Tax Consultants

101 Sunnyside Road,
Casselberry, Florida 32707

Ph # (407) 339-9000
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March 13, 1997

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

Re: *PINOCCHIO PRODUCTIONS, INC.*

300002114613--6
-03/17/97--01032--001
*****70.00 *****70.00

To Whom It Concerns:

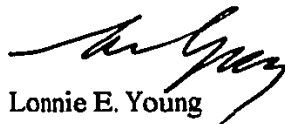
Enclosed please find \$70.00 check for Filing Fees and Registered Agent Designation for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY


Lonnie E. Young

MAR 19

BSB

FILED
91 MAR 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEY/jaa
Enclosures

cc: Maurice D. Bichette

ARTICLES OF INCORPORATION
OF
Pinocchio Productions, Inc.

FILED
97 MAR 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I

The name of the corporation is: **Pinocchio Productions, Inc.** The principal place of business of this corporation shall be 1405 Kimberly Street, Ocoee, Fl 34761.

Article II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, or country.

Article III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

Article IV

The street address of the initial registered office shall be 1405 Kimberly Street, Ocoee, Fl 34761 and the name of the initial registered agent of the corporation at that address is Maurice D. Bichette.

Article V

The corporation is to exist perpetually.

Article VI

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Maurice D. Bichette and Karen S. Bichette, both at 1405 Kimberly Street, Ocoee, Fl 34761.

Article VII

The initial officers of the corporation are as follows: Maurice D. Bichette, President, and Karen S. Bichette, Vice-President, Secretary and Treasurer, both at 1405 Kimberly Street, Ocoee, Fl 34761.

Article VIII

The name and street address of the subscriber of these Articles of Incorporation is: Maurice D. Bichette, 1405 Kimberly Street, Ocoee, Fl 34761.

Article IX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

Article X

This corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI

This By-Laws of the corporation may be amended by majority vote of either the directors or the shareholders.

IN WITNESS WHEREOF, the undersigned has set his hand and seal on this the 13th day of March, A.D., 1997.


Maurice D. Bichette

STATE of FLORIDA
COUNTY OF SEMINOLE:

BEFORE ME, the undersigned authority, personally appeared Maurice D. Bichette, who is personally known to me who produced identification of drivers license, and who executed the foregoing "Articles of Incorporation", and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal on this 13th day of March, A.D., 1997.



OFFICIAL SEAL
J. M. GLAZE
My Commission Expires
April 7, 1997
Comm. No. CC-275154

J. M. Glaze
Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P. Seal)

FILED
97 MAR 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of law relative to the proper and complete performance of my duties.

M. D. Bichette
Maurice D. Bichette, Resident Agent