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3/21/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT ACCT#: 076077000355  
CONTACT: ANNE ELLIS  
PHONE: (813)223-7000 FAX #: (813)229-4133

NAME: DANCING BEAR PRODUCTIONS, INC.  
AUDIT NUMBER.....H97000004769  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

ATTORNEYS AT LAW

FINSTATE TOWER  
P.O. BOX 1171  
ORLANDO, FL 32802  
(407) 849-0300  
FAX (407) 848-8088

HARBORVIEW BUILDING  
P.O. BOX 12426  
PENSACOLA, FL 32502  
(904) 434-0142  
FAX (904) 434-8388

FIRST FLORIDA BANK BUILDING  
P.O. DRAWER 180  
TALLAHASSEE, FL 32302  
(904) 224-1888  
FAX (904) 222-0308

EDGEHART  
P.O. BOX 180  
WEST PALM BEACH, FL 33402  
(407) 888-7070  
FAX (407) 888-7368

BARNETT TOWER  
P.O. BOX 2881  
FT. PETERSBURG, FL 33731  
(813) 831-7000  
FAX (813) 822-2788

PLEASE REPLY TO: TAMPA  
ONE HARBOUR PLACE  
P.O. BOX 3230  
TAMPA, FLORIDA 33601  
(813) 223-7000  
FAX (813) 228-4133

DATE: March 21, 1997  
TO: Division of Corporations  
COMPANY: Department of State  
TELEPHONE NO.: (904) 487-6052  
TELECOPIER TEL. NO.: (904) 922-4000

\*\*\*\*\*

FROM: Wallace B. Anderson, Esq.

CLIENT/MATTER NO. 39759/86172

TOTAL NO. PAGES TRANSMITTED (INCLUDING COVER LETTER)

MESSAGE: Electronic Cover Sheet, Confirmation Letter and Articles of Incorporation for  
Dancing Bear Productions, Inc.

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## CARLTON FIELDS

ATTORNEYS AT LAW

ONE HARBOUR PLACE  
777 S. HARBOUR ISLAND BOULEVARD  
TAMPA, FLORIDA 33602-3799

MAILING ADDRESS:  
P.O. BOX 3239, TAMPA, FL 33601-3239  
TEL (813) 223-7000 FAX (813) 229-4133

March 21, 1997

AUDIT NO. (((H97000004769 0)))

Division of Corporations  
Department of State  
State of Florida  
409 East Gaines Street  
Tallahassee, Florida 32399

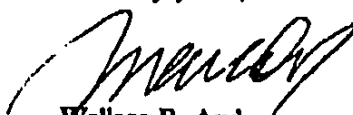
Via Telecopy  
904-922-4000

Re: Dancing Bear Productions, Inc.

Dear Sir:

This letter is a confirmation of the electronic filing of the Articles of Incorporation of  
Dancing Bear Productions, Inc.

Sincerely yours,



Wallace B. Anderson  
Florida Bar No. 279277

WBA/mpw  
Enclosure

AUDIT NO. (((H97000004769 0)))

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**ARTICLES OF INCORPORATION  
OF  
DANCING BEAR PRODUCTIONS, INC.**

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The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I  
Name**

The name of the corporation is Dancing Bear Productions, Inc.

**ARTICLE II  
Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 2531 Lake Ellen Drive, Tampa, Florida 33618.

**ARTICLE III  
Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV  
Initial Registered Agent and Office**

The street address of its initial registered office is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Wallace B. Anderson.

**ARTICLE V  
Incorporator**

The name and address of the incorporator are:

Name

Address

Wallace B. Anderson

One Harbour Place, Suite 500  
Tampa, Florida 33602

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Wallace B. Anderson, Esq.  
Carlton Fields  
P.O. Box 3239  
Tampa, FL 33601  
Fla. Bar No. 279277  
Ph: 813-223-7000  
Fax: 813-229-4133

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**ARTICLE VI**  
**Initial Director**

The corporation initially shall have one director, whose name and address is:

NameAddress

Sam Barilo

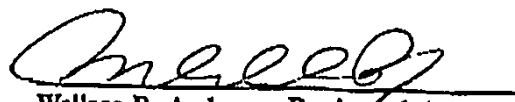
2531 Lake Ellen Drive  
Tampa, Florida 33618

Dated this 21st day of March 1997.

  
Wallace B. Anderson, Incorporator**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 21st day of March 1997.

  
Wallace B. Anderson, Registered Agent

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