



THE UNITED STATES
CORPORATION
COMPANY

P97000024186

ACCOUNT NO. : 072100000032

REFERENCE : 304472 81442A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 1997

ORDER TIME : 10:18 AM

ORDER NO. : 304472-005

CUSTOMER NO: 81442A

CUSTOMER: Charles H. Ball, Esq
MCDANIEL & BALL, PA

1444 First Street

Sarasota, FL 34236

000002121760--9
-03/24/97--01104--005
***122.50 ***122.50

DOMESTIC FILING

NAME: SANDHILL CRANE FILM
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

97 MAR 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED
97 MAR 24 AM 11:34
DIVISION OF CORPORATION

I K.R. MAR 24 1997

ARTICLES OF INCORPORATION
OF
SANDHILL CRANE FILM CORPORATION

97 FILED
MAR 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be SANDHILL CRANE FILM CORPORATION.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE IV. EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation is to be at 3412 16th Avenue, E., Palmetto, FL 34221.

ARTICLE VI. DIRECTORS

There shall be one director of the corporation. The name and address of each director is as follows:

Leslie M. Gaines	3412 16th Avenue E., Palmetto, FL 34221
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ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as a subscriber is as follows:

Leslie M. Gaines	3412 16th Avenue E. Palmetto, FL 34221
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ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

Leslie M. Gaines	3412 16th Avenue E. Palmetto, FL 34221
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ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation

under the laws of the State of Florida, this 21 day of March,
1997.


LESLIE M. GAINES

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
21 day of March, 1997, by Leslie M. Gaines, who are personally
known to me or have produced _____ as identification.


Notary Public
My Commission Expires:

Charles H. Ball
McDANIEL & BALL, P. A.
1444 First Street
Sarasota, Florida 34236
(941) 952-1500



Charles H. Ball
MY COMMISSION # CC681067 EXPIRES
October 18, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT SANDHILL CRANE FILM CORPORATION
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

Palmetto, STATE OF Florida
(CITY) (STATE)

HAS NAMED Leslie M. Gaines, LOCATED AT
(NAME OF RESIDENT AGENT)

3412 16th Avenue E., Palmetto, FL 34221
(STREET ADDRESS AND NO. OF BLDG., POST OFFICE BOX ADDRESSES ARE
NOT ACCEPTABLE.)

CITY OF Palmetto, STATE OF FLORIDA, AS ITS AGENT TO
(CITY)
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Leslie M. Gaines
(CORPORATE OFFICER)

TITLE

President

DATE

21 March 97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE

Leslie M. Gaines
(RESIDENT AGENT)

DATE

21 March 97

FILED
97 MAR 24 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA