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LAW OFFICES

BURGER & PAULK

Professional Associations

1901-G HIGHWAY A1A

INDIAN HARBOUR BEACH, FLORIDA 32937

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*FLORIDA BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER

March 25, 1997

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Florida Department of State
ATTN: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bluewater Productions, Inc.

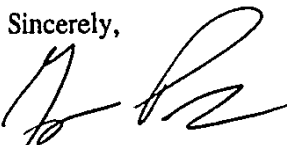
Dear Sir:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate and Acceptance of Registered Agent.
3. Check in the amount of \$122.50.

Certified copies should be returned to the address shown above.

Sincerely,



GEORGE T. PAULK, ESQ.

GTP:dea

Enclosures

MAR 31

BSB

FILED
97 MAR 27 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

BLUEWATER PRODUCTIONS, INC.

FILED

97 MAR 27 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is **BLUEWATER PRODUCTIONS, INC.**
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. Capital Stock. The corporation is authorized to issue 20,000 shares, all of one class, at \$1.00 par value.

5. Initial Registered Office and Agent. The name and address of the initial registered agent of this corporation is as follows:

George T. Paulk, II
1901-6 Hwy. A1A
Indian Harbour Beach, FL 32937

The address of the office of this corporation is as follows:

1056 Blackwood Street
Altamonte Springs, FL 32701

6. Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Name

Address

Ken Kavanaugh

1056 Blackwood Street, Altamonte Springs, FL 32701

Joseph Senkovich, Jr.

4017 SE 17th Street, Ocala, FL 34471

7. Incorporator. The name and address of the Incorporator signing these Articles of Incorporation is:

Name

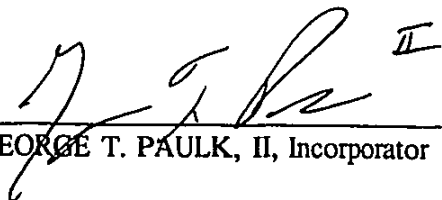
Address

George T. Paulk, II

1901-6 Hwy. A1A, Indian Harbour Beach, FL 32937

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 25th day of March, 1997.



GEORGE T. PAULK, II, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

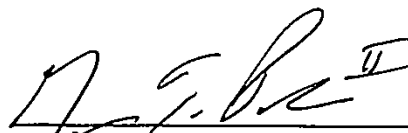
97 MAR 27 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BLUEWATER PRODUCTIONS, INC.
2. The name and address of the registered agent and office is:

GEORGE T. PAULK, ESQ.
1901-6 Hwy. A1A
Indian Harbour Beach, FL 32937



GEORGE T. PAULK, ESQ., Incorporator
3/25, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



GEORGE T. PAULK, ESQ., Registered Agent
3/25, 1997