

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE: N Time Productions & Management, Inc.

C.C. FEE. DISBURSED

NAME

RM

DEPT

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____
Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____
Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs. _____

500002131175-0
-04/02/97-01048-010
****122.50 ****122.50

97 APR -2 AM 11:51

SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED
DATE 4-2-97
TIME 9:18
BY DJL
CK No. _____

WALK-IN
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

N TIME PRODUCTION & MANAGEMENT, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

N TIME PRODUCTION & MANAGEMENT, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

STREET ADDRESS

Consuela Kancey

11344 S.W. 152nd Terrace
Miami, FL 33157

FILED
97 APR -2 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Consuela Kancey	11344 S.W. 152nd Terrace Miami, FL 33157

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address and mailing address of the principal office of the Corporation is as follows:

N TIME PRODUCTION & MANAGEMENT, INC.
c/o Consuela Kancey
11344 S.W. 152nd Terrace
Miami, FL 33157

ARTICLE VII - MISCELLANEOUS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof, limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.
5. The Corporation shall indemnify any officer or director, or any former officer of director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Hollywood, Florida for uses and purposes aforesaid, this 31 day of March, 1997

Consuela Kancey
CONSUELA KANCEY

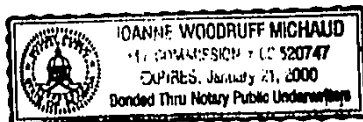
STATE OF FLORIDA)
 : ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CONSUELA KANCEY, who is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Hollywood, Broward County, Florida, this 31 day of March, 1997.

Joanne Woodruff Michaud
NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:



DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

PURSUANT to Chapter 607.34, Florida Statutes, N TIME PRODUCTION & MANAGEMENT, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Tanya Brinkley, Esq., Office at Bay Pointe, #1130, 4770 Biscayne Blvd., Miami, FL 33137, has named Tanya Brinkley, Esq., located at Office at Bay Pointe, #1130, 4770 Biscayne Blvd., Miami, FL 33137, as its registered agent to accept service of process within this State.

By: 

CONSUELA KANCEY

HAVING been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 

TANYA BRINKLEY
Office at Bay Pointe, #1130
4770 Biscayne Blvd.
Miami, FL 33137

97 APR -2 AM 11:51
STATE OF FLORIDA
TALLAHASSEE

FILED