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Date 3-20-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 3:03

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

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-04/03/97--01007--009
***122.50 ***122.50

Re: Twelve Oaks Productions, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Thomas G. Rau
(individual's name)

Twelve Oaks Productions, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
1596 Twelve Oaks Circle		
Kissimmee, FL. 34744		
PHONE		
(407)	933-7255	
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of
Twelve Oaks Productions, Inc.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Twelve Oaks Productions, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Thomas G. Rau		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee	FLORIDA	ZIP 34744

The principal office, if known, or the mailing address of the corporation is:

NAME	Twelve Oaks Productions, Inc.		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee,	FLORIDA	ZIP 34744

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Thomas G. Rau		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee,	STATE Florida	ZIP 34744
NAME	Sandra Rau		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee,	STATE Florida	ZIP 34744
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Thomas G. Rau		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee,	STATE	Florida
		ZIP	34744
NAME	Sandra Rau		
ADDRESS	1596 Twelve Oaks Circle		
CITY	Kissimmee,	STATE	Florida
		ZIP	34744
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20
day of March, 1997.

Thomas G. Rau (Seal)
Sandra Rau (Seal)
____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Twelve Oaks Productions, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1596 Twelve Oaks Circle

Kissimmee, FL. 34744

has named Thomas G. Rau

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Thomas G. Rau
(registered agent)