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Jonathan D. Kaplan
Attorney At Law

P.O. Box 21089
9720 Executive Center Drive N., Suite 200
St. Petersburg, Florida 33742

St. Petersburg: (813) 570-8833
Tampa: (813) 882-8833
Facsimile: (813) 570-8769

April 4, 1997

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

Re: CANDIEMAN PRODUCTIONS, INC.

000002135180--4
-04/07/97--01088--001
****122.50 ****122.50

To Whom it May Concern:

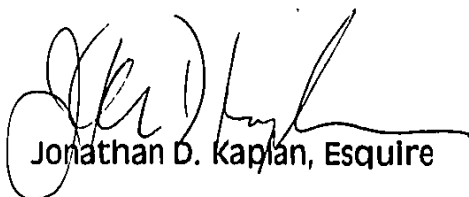
Enclosed please find Articles of Incorporation of CANDIEMAN PRODUCTIONS, INC., a copy of those articles and a check in the amount of \$122.50 as you require.

Please stamp and date the copy of the enclosed articles and return it, along with a Certificate of Incorporation, to:

Jonathan D. Kaplan, Esquire
9720 Executive Center Drive North, Suite 200
St. Petersburg, Florida 33702

Thank you for your attention to this matter.

Sincerely,


Jonathan D. Kaplan, Esquire

JDK/bar

Enclosures

FILED
97 APR - 7 PM 12: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/8/97
JB

ARTICLES OF INCORPORATION
OF
CANDIEMAN PRODUCTIONS, INC.

FILED
APR - 7 PM 12: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is **CANDIEMAN PRODUCTIONS, INC.**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 117 West Alexander Street, Suite 228, Florida 33566, and the name of the initial Registered Agent at such address is CHARLES D. BLACKFORD. The street address of the initial Registered Office and principal office of the corporation is 117 West Alexander Street, Suite 228, Plant City, Florida 33566.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is CHARLES D. BLACKFORD of 117 West Alexander Street, Suite 228, Florida 33566

IN WITNESS WHEREOF, I have Subscribed my name this 2nd day of April, 1997.

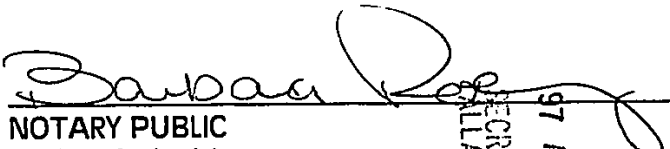


CHARLES D. BLACKFORD, President

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 2ND day of April, 1997, before me personally appeared CHARLES D. BLACKFORD, who is personally known to me and known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF this 2nd day of April 1997, I hereunto set my hand and official seal.


NOTARY PUBLIC
State of Florida

My Commission Expires:



FILED
97 APR - 7 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that **CANDIEMAN PRODUCTIONS, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business at Plant City, Florida has named CHARLES D. BLACKFORD located at 117 West Alexander Street, Suite 228, Florida 33566 as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED: This 2nd day of April, 1997.


CHARLES D. BLACKFORD