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FLORIDA DIVISION OF CORPORATIONS

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((H97000005845 7))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: PETER J. JAENSCH, P.A.
105065002440

ACCT#:

CONTACT: P. CHRISTOPHER JAENSCH
PHONE: (941)366-9841

FAX #:

(941)923-8356

NAME: A-1 T.V. & FILM PRODUCTION, INC.

AUDIT NUMBER.....H97000005845

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

K.R. APR 10 1997

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ARTICLES OF INCORPORATION
OF
A-1 T.V. & FILM PRODUCTION, INC.

FILED
97 APR 10 AM 8:54
SARASOTA COUNTY CLERK
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is A-1 T.V. & FILM PRODUCTION, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's initial principal office is 425 Rubins Drive, Nokomis, Florida 34275.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the initial Registered Office is 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239, and the initial Registered Agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail Suite 303
Sarasota, Florida 34239
(941) 366-9841
Florida Bar#: 72044

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ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time , but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Manfred Klein
425 Rubins Drive
Nokomis, Florida 34274

ARTICLE VIII - Incorporator

The name and address of the incorporator of this corporation is P. Christopher Jaensch, 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239

ARTICLE IX - Amendment

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 on the 9th day of April, 1997.



P. Christopher Jaensch

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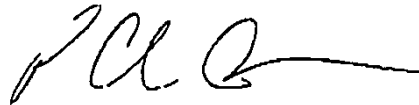
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: A-1 T.V. & FILM PRODUCTION, INC.
- 2. The name and address of the registered agent and office is:

P. Christopher Jaensch
3400 S. Tamiami Trail, Suite 303
Sarasota, Florida 34239

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.



P. Christopher Jaensch

4-9-97

Date

97 APR 10 AM 8:56
STATE OF FLORIDA
TALLAHASSEE

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