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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEDIA PRODUCTIONS, INC.

AUDIT NUMBER.....H97000006901

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MEDIA PRODUCTIONS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 28 AM 8:36

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Article I

Name

The name of this corporation is MEDIA PRODUCTIONS, INC.

Article II

Principal Office Address

The principal office of the Corporation is located at: 1696 Old Okeechobee Road, Suite #1 C, West Palm Beach, Florida 33409.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article IV

Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1645 Palm Beach Lakes Blvd. Suite 520, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at that office is Chandler R. Finley.

Article VI

Incorporator

The name and address of the person signing these Articles is:

Anthony Swiston 1696 Old Okeechobee Road, West Palm Beach, FL 33409

Attorney: Chandler R. Finley, Esq.
FL Bar # 764 868
1645 Palm Beach Lakes Blvd. #520
West Palm Beach, FL 33401

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EMPIRE CORPORATE KIT

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Article VII
Initial Board of Directors

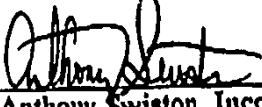
This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Anthony Swiston	1696 Old Okeechobee Road, West Palm Beach, FL 33409

Article IX
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of March 1997.



Anthony Swiston, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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

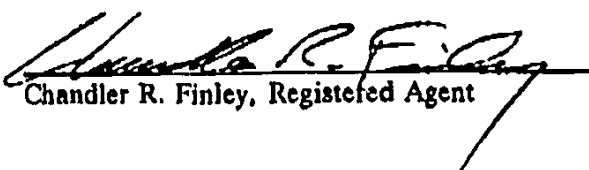
1. The name of the corporation is:

MEDIA PRODUCTIONS, INC.

2. The name and address of the registered agent and office is:

Chandler R. Finley 1645 Palm Beach Lakes Blvd., Suite 520,
West Palm Beach, Florida 33401

The undersigned, Chandler R. Finley, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R. Finley, Registered Agent

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TALLAHASSEE, FLORIDA

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