

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

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

697-1063
R.A. Sch.
6/4

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY _____

WALK-IN Will Pick Up *5/8 1200*

of No 53859

RE: *The art of*
Production, Inc

P9700004441

C.C. FE DISBURSED
Capital Express
Art. of Amend. File
Consolidated Search
Liens & Adverses File
Foreign Corp. File
Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S-
Fictitious Name File

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing **600002171106--8**

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.

SUBTOTALS

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

CAPITAL CONNECTION INC.

TALLAHASSEE, FL

SUBJECT: THE ART OF PRODUCTION INC.
Ref. Number: W97000010663

We have received your document for THE ART OF PRODUCTION INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A business entity may not serve as its own registered agent. Please designate an individual or another business entity with an active registration or filing with this office, having a Florida street address identical with that of the registered office.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00024629

Corrected

RECEIVED
97 MAY -9 AM 10:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE ART OF PRODUCTION, INC.

FILED
97 MAY 9 AM 11:46
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

EFFECTIVE DATE
5-7-97

The name of the Corporation is **THE ART OF PRODUCTION, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 650 S. Federal Hwy, Hollywood, Florida 33020 and the mailing address is the same

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Lorin Fleisher
148 Isle of Venice Apt. 5
Ft. Lauderdale, Florida 33301

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Lorin Fleisher
Vice President:	Lorin Fleisher
Secretary:	Lorin Fleisher
Treasurer:	Lorin Fleisher

ARTICLE 6 - DIRECTORS

The Directors of the Corporation shall be:

Lorin Fleisher

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is:

Common Stock	1,000 shares	\$0.01 par value
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7.2 No holder of share of stock of any class shall have any preemptive right to subscribe to or purchase any additional share of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive rights that the Board of Directors may deem advisable in connection with such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNERS)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is The Art of Production, Inc., located at 650 S. Federal Hwy., Hollywood Florida 33020. The name and address of the registered agent of this Corporation is Lorin Fleisher, 650 S. Federal Hwy., Hollywood Florida 33020.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

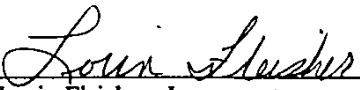
ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective the 7th day of May, 1997.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

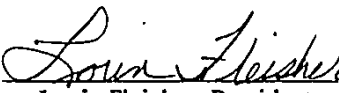
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of August, 1996.


Lorin Fleisher, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Lorin Fleisher, having a business office identical with the registered office of Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Art of Production, Inc.

By: 
Lorin Fleisher, President
Registered Agent

FILED
97 MAY -9 AM 11:45
TALLAHASSEE FLORIDA