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FILED

97 MAY -9 PM 1:06

TALLAHASSEE, FLORIDA

May 5, 1997

The Honorable Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.00 ****122.00

RE: Sawgrass Productions, Inc.

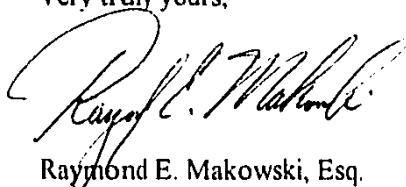
Dear Ms. Mortham,

Please find enclosed the Articles of Incorporation and one copy for the above referenced corporation together with a check in the amount of \$122.00 for the following expenses of incorporation:

\$35.00 - Filing Fee
\$52.00 - Certified Copy of Articles
\$35.00 - Registered Agent Designation

Please file the charter and return to me together with a certified copy of the Articles of Incorporation.

Very truly yours,


Raymond E. Makowski, Esq.

REM/kmc

Enclosures

OK
5/13/97

ARTICLES OF INCORPORATION
OF
SAWGRASS PRODUCTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is **Sawgrass Productions, Inc.**

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The purpose of this corporation is to engage in the video and film production and distribution and in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7500 shares of common stock, each having the par value of \$1.00.

ARTICLE V
Principal Office and Address

The initial principal office and registered office of this corporation and mailing address is 48 Tifton Way North, Ponte Vedra Beach, Florida 32082. The name of the initial registered agent at such address is **Edita M. Kaye**.

ARTICLE VI
Director

The corporation shall have one director initially, whose name and street address is as follows:
Edita M. Kaye, 48 Tifton Way North, Ponte Vedra Beach, Florida 32082.

ARTICLE VII
Subscriber

The name and address of the incorporator of this corporation is as follows: **Edita Kaye**, 48 Tifton Way North, Ponte Vedra Beach, Florida 32082.

ARTICLE VIII
Officers

This corporation shall have the following officers: a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

ARTICLE IX
Miscellaneous

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit

sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every

amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

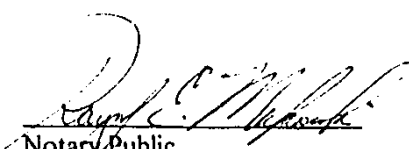
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 5th day of May, 1997.


Edita M. Kaye

STATE OF FLORIDA)
)ss.
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, this day personally appeared before me **Edita M. Kaye** to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.


WITNESS my hand and official seal in the County and State named above, this 5th day of May, 1997.


Notary Public
State of Florida at large
My Commission expires:


RAYMOND E. MAKOWSKI
Notary Public - State of Florida
My Commission Expires Jan 14, 2001
Commission # CC613527

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TALLAHASSEE, FLORIDA

Edita M. Kaye, having been duly sworn according to law, deposes and says the following:


Edita M. Kaye

The foregoing instrument was acknowledged before me by **Edita M. Kaye**, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.


NOTARY PUBLIC
State of Florida, At Large

RAYMOND E. MAKOWSKI
Notary Public - State of Florida
My Commission Expires Jan 14, 2003
Commission # CC615527