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EARL E. MAYER, JR.*
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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

May 7, 1997

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

Re: Scalpel Productions, Inc.

300002190093--8
-05/23/97--01094--005
****122.50 ****122.50

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for the captioned corporation.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office. Also enclosed is a check in the amount of \$122.50 for:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Secretary of State
Division of Corporations
May 7, 1997
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Please telephone me if there is any reason why these requests cannot be met promptly.
Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY

A handwritten signature in black ink, appearing to read "P. Todd Kennedy", with a long horizontal flourish extending to the right.

P. Todd Kennedy

PTK:njk
Enclosures

jazarevic\docs\art-sos.ltr

**ARTICLES OF INCORPORATION
OF
SCALPEL PRODUCTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is **SCALPEL PRODUCTIONS, INC.**

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 8056 Woodsmuir Drive, Palm Beach Gardens, Florida 33412 and the name of the initial Registered Agent at that address is Slobodan Jazarevic, M.D.

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TALLAHASSEE, FLORIDA

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Slobodan Jazarevic, M.D.	8056 Woodsmuir Drive Palm Beach Gardens, FL 33412

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Slobodan Jazarevic, M.D.	8056 Woodsmuir Drive Palm Beach Gardens, FL 33412

ARTICLE EIGHT

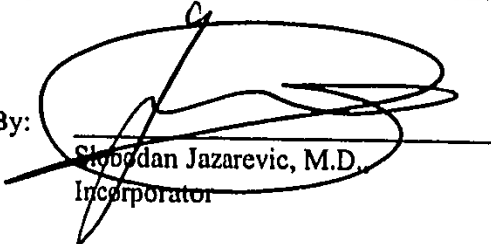
8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 7th day of May, 1997.

By:


Slobodan Jazarevic, M.D.
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that SCALPEL PRODUCTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8056 Woodsmuir Drive, Palm Beach Gardens, Florida 33412.

Second, named Slobodan Jazarevic, M.D., located at 8056 Woodsmuir Drive, Palm Beach Gardens, Florida 33412, as its Agent to accept service of process within Florida.

Slobodan Jazarevic, M.D.,
Incorporator

Date: May 7, 1997

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TALLAHASSEE, FLORIDA

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



Slobodan Jazarevic, M.D.,
Registered Agent

Date: May 7, 1997