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Action Paralegal Service

7000 Lake Underhill Road Orlando, Florida 32822 407-658-7606

June /\$, 1997

State Department of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: TELEPICTURES GROUP, INC

Dear Clerk:

Enclosed please find the Article of Incorporation and Registered Agent for TELEPICTURES GROUP, INC. Also enclosed is check # 1099 for seventy dollars, (\$70.00) to cover the cost of recording.

If you have any questions contact me at Action Paralegal Service (407) 658-7606.

Sincerely,

Enclosure

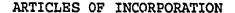
Article of Incorporation

Registered Agent

check # 1299

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FOR

TELEPICTURES GROUP INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statues, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

TELEPICTURES GROUP, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

5200 E. KALEY STREET ORLANDO, FL 32812

ARTICLE III PURPOSE

The specific purpose(s) for which the corporation is organized is (are):

TELEVISION AND MOTION PICTURE PRODUCTION

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

By appointment of the President.

ARTICLE V COMMON STOCK

There will be 100 shares of common stock with no par value held by the one and only officer.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 607.0302, Florida Statutes.



ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

STANLEY PARNES, 5200 E. Kaley Street, Orlando, FL 32812

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator for these Article of Incorporation is:

STANLEY PARNES, 5200 E. Kaley Street, Orlando, FL 32812

The undersigned Incorporator has executed these Articles of Incorporation this 5th day of June, 1997.

Signature of the Incorporator

STANLEY PARNES

Typed name of Incorporator signing

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

TELEPICTURES GROUP, INC. 5200 E. Kaley Street, Orlando, FL 32812.

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

STANLEY PARNES 5200 E. Kaley Street, Orlando, FL 32812.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATION 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 STATUES 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.

SIGNATURE: DATE 6/6/97

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