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LAW OFFICES OF DOMINICK J. SALFI, P.A.



ATTORNEYS AND COUNSELORS AT LAW

ATTORNEYS:

DOMINICK J. SALFI (FED & FL BARS)
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OF COUNSEL:

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JAMES L. CAPPS II (FL & CO BARS; COURT OF MILITARY APPEALS)
ALBERTO E. LUGO-JANER (FED, FL & PR BARS)
THOMAS ROGERS, P.A. (FL BAR)

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FIRM ADMINISTRATOR
GAYLE HAIR, C.L.A.

MIS DIRECTOR / WEBMASTER

DOUGLAS A. HAIR

CLIENT SERVICES

ELIZABETH J. JONES

LEGAL CLERKS

KYLE HAIR
NICOLE LASTORT

July 23, 1997

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

Re: Only Productions, Inc.

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-07/07/97-01123--003
****122.50 ****122.50

Gentlemen:

Enclosed herewith are the following documents:

1. Articles of Incorporation for Only Productions, Inc.
2. Certificate of Acceptance of Registered Agent.
3. Incorporator's check in the amount of \$122.50 in payment of the filing fee, registered agent fee and a certified copy of the Articles of Incorporation.

Thank you for your attention to this matter.

Very truly yours,

Dominick J. Salfi
Dominick J. Salfi signed
by Ann Campbell
in his absence

DJS/ac
Enclosures

FILED
97 JUL -7 AM 10:12
TALLAHASSEE, FLORIDA

JUL 0 1997

Areas of Law: Personal Injury Wrongful Death Professional Malpractice Civil Rights Federal Tort Claims Marital & Family Civil Litigation
Employment Military Environmental Mediations Intellectual Property Corporate Probate Wills & Trusts Estate Planning

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97 JUL - 7 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ONLY PRODUCTIONS, INC.

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be ONLY PRODUCTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 303 East Highland Street, Altamonte Springs, FL 32701.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock with the par value of 1 cent per share. The corporation shall initially issue 100,000 shares with the par value of 1 cent per share. Subsequent shares of capital stock shall be issued in accordance with the By-Laws.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: J. J. Ruscella,
303 East Highland Street, Altamonte Springs, FL 32701.

ARTICLE VII - INCORPORATORS

The name and street address of the incorporators to these Articles of
Incorporation are:

J. J. RUSCELLA
303 East Highland Street
Altamonte Springs, FL 32701

JOANNE RUSCELLA
303 East Highland Street
Altamonte Springs, FL 32701

GARIN WILLIAMSON
634 Swallow Drive
Casselberry, FL 32707

JOHN HIGGINS
1400 East Washington Street
Orlando, FL 32801

ARTICLE VIII - DIRECTORS

This corporation shall have 4 directors 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 (1). The names and addresses of the
initial directors of the corporation are:

J. J. RUSCELLA
303 East Highland Street
Altamonte Springs, FL 32701

JOANNE RUSCELLA
303 East Highland Street
Altamonte Springs, FL 32701

GARIN WILLIAMSON
634 Swallow Drive
Casselberry, FL 32707

JOHN HIGGINS
1400 East Washington Street
Orlando, FL 32801

IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of July, 1997.



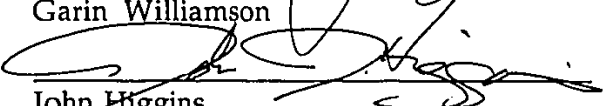
J. J. Ruscella



Joanne Ruscella



Garin Williamson



John Higgins

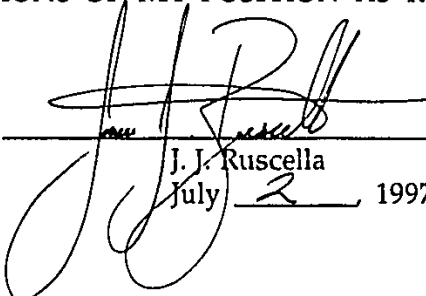
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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:
ONLY PRODUCTIONS, INC.
2. The name and address of the registered agent and office is:

J. J. Ruscella
303 East Highland Street
Altamonte Springs, FL 32701

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



J. J. Ruscella
July 2, 1997

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TALLAHASSEE, FLORIDA