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LAW OFFICES

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OF MATRIMONIAL LAWYERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL -7 AM 10:11

EDWIN PRESSER
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

July 3, 1997

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
7-3-97

Re: Lizbow Productions, Inc.
Articles of Incorporation

Dear Gentlemen:

Enclosed herewith please find the Articles of Incorporation for the above referenced corporation, together with a Certificate for Designation of Registered Agent and Acceptance.

Also enclosed is a check in the amount of \$70.00, which includes the filing fee of \$35.00 and registered agent designation fee of \$35.00. Please file these Articles of Incorporation and Certificate for Designation of Registered Agent immediately, and send notice of filing to this office.

Thank you for your assistance and courtesy in this matter.

Very truly yours,

GOLDMAN & PRESSER


Edwin Presser

EP\cj
Enclosures
cc: Ms. Elizabeth Wilson

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EP
7-8-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

97 JUL -7 AM 10:11

LIZBOW PRODUCTIONS, INC.

EFFECTIVE DATE

7-3-97

* * * * *

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this corporation is LIZBOW PRODUCTIONS, INC.

ARTICLE II
CORPORATE EXISTENCE

The corporate existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this corporation is to engage in all facets of script writing for moving pictures and other performing arts and for the purpose of transacting any and all other lawful business.

ARTICLE IV
PRINCIPAL OFFICE

The address of the principal office of this

corporation and its mailing address is:

10321 Fortune Parkway
Suite 200
Jacksonville, Florida 32256

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of capital stock having a nominal or par value of \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Edwin Presser.

ARTICLE VII
MANAGEMENT

The business and activities of this corporation shall be managed by the stockholders of the corporation, and this corporation shall have no Board of Directors.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

NAME
Edwin Presser

ADDRESS
4417 Beach Boulevard
Suite 310
Jacksonville, FL 32207

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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



EDWIN PRESSER

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

* * * * *

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law:

That LIZBO PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, has named Edwin Presser, located at 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the above stated address, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____



Edwin Presser
Registered Agent

FILED
CLERK OF STATE
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