

P9700065907

TRANSMITTAL LETTER

97 JUL 14 PM 2: 00

SECRET
TALLAHASSEE, FLORIDA

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

000002237020--9
-07/14/97--01035--004
***122.50 ***122.50

EFFECTIVE DATE

SUBJECT MTD PRODUCTIONS, INC.
(Proposed corporate name - must include suffix)

7-21-97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00 \$78.75 X \$122.50 \$131.25

FROM: MARK A. HART
4503 BLUEBERRY WOODS CIRCLE N.
JACKSONVILLE, FL 32258
(904)269-0027 — wrong #

~~W97-16935~~
~~W97-16450~~
BH
7/16/97

NOTE: Please provide the original and one copy of the articles.

BH
7/30/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 24, 1997

MARK A. HART
4503 BLUEBERRY WOODS CIRCLE N
JACKSONVILLE, FL 32258

SUBJECT: MTD PRODUCTIONS, INC.
Ref. Number: W97000016935

We have received your document for MTD PRODUCTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 197A00037505

ARTICLES OF INCORPORATION
OF
MTD PRODUCTIONS, INC.

FILED

97 JUL 14 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act,
adopts the following Articles of Incorporation for such corpo-
ration:

ARTICLE I - NAME

The name of the corporation is MTD PRODUCTIONS, INC.

ARTICLE II - TERM OF EXISTENCE and EFFECTIVE DATE

The period of duration of the corporation is perpetual. The
effective date of incorporation is to be July 21, 1997.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful
business for which corporations may be incorporated under the
laws of the State of Florida, and
2. To do such other things as are incidental to the fore-
going, or necessary or desirable in order to accomplish the fore-
going.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall
have the authority to issue is One Thousand (1,000) shares of
capital stock for the par value of One (\$1.00) Dollar per share.
The holders of the outstanding capital stock shall be entitled to
receive, when and as declared by the Board of Directors, divi-
dends payable either in cash, in property, or in shares of the
capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 4521 Blueberry Woods Circle N., Jacksonville, FL 32258. The name of the initial registered agent and address of the registered agent for the corporation is Mark A. Hart, 4503 Blueberry Woods Circle N., Jacksonville, FL 32258.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) member who needs not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the person who shall serve as sole Director until the first annual meeting of the shareholders, or until his successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Hart	4503 Blueberry Woods Circle N. Jacksonville, Florida 32258

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mark A. Hart	4503 Blueberry Woods Circle N. Jacksonville, Florida 32258

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 1st day of July, 1997.

Mark A. Hart
Mark A. Hart

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21 day of July, 1997, by Mark A. Hart who is personally known to me or produced Florida Driver's License as identification.



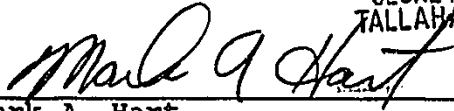
Christie L. Mooneyham
Notary Public, State of Florida
Christie L. Mooneyham
Name of Notary Public Typed,
Printed or Stamped

My commission expires: September 9, 2000

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of MTD
PRODUCTIONS, INC.

FILED
97 JUL 14 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Mark A. Hart