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July 29, 1997

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

RE: IceBox Productions, Inc.

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-08/04/97--01137--001
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for IceBox Productions, Inc. to be filed with the secretary of the State of Florida.

Also enclosed is a check in the amount of \$122.50 for filing fees.

Once you have filed these articles with the state, we ask that you return to us conformed copies of same.

Thank you for your assistance in this matter. Should you have any questions or concerns, please do not hesitate to contact me directly at your convenience.

Sincerely,

John A. Panyko
DMS

John A. Panyko
For the Firm

JAP/dms
Enclosures

97 AUG -4 PM 12:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

IceBox Productions, Inc.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is IceBox Productions, Inc. and its principal office is located at 1601 N. 20th Avenue, Pensacola, Florida 32503, and its mailing address is 1601 N. 20th Avenue, Pensacola, Florida 32503.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

SECRET
DIVISION OF CORPORATIONS
91 AUG -4 PM 12:42

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 30 South Spring Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is JOHN A. PANYKO.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is JOHN A. PANYKO, 30 South Spring Street, Pensacola, Florida 32501.

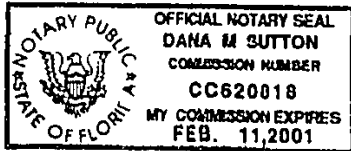
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29TH day of July, 1997.



JOHN A. PANYKO, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29th day of July, 1997, by JOHN A. PANYKO, who personally appeared before me and who is personally known to me or who has produced _____ as identification.



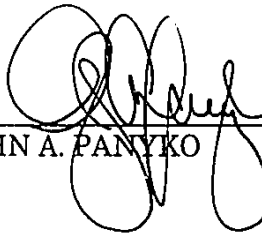
Dana M. Sutton
Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JOHN A. PANYKO, am familiar with and hereby accept the appointment as Registered Agent for IceBox Productions, Inc., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 20TH day of July, 1997.



JOHN A. PANYKO

97 AUG -4 PM 12:43
DIVISION OF CORPORATIONS
SECRETARY OF STATE