

MICHAEL J. HALPRIN

6661 49TH STREET NORTH PINELLAS PARK, FL 33781 PH: (813) 521-4561 FAX: (813) 526-8615

FILED

Thursday, August 07, 1997

97 AUG 11 AM 10:02

SECRET
TALLAHASSEE, FLORIDA

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

EXPIRATION DATE
9-1-97

RE: HALPi Productions

000002262780--6

-08/11/97--01037--010

****122.50 ****122.50

Dear Secretary:

Attached please find the original and one copy of our Articles of Incorporation and a check in the amount of \$122.50 for the charter tax, filing fee and certified copy and registered agent's charge for the attached.

Sincerely,



Michael J. Halprin

CH 8/12/97

ARTICLES OF INCORPORATION
OF
HALPI PRODUCTIONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

Section 1. The name of this corporation is HALPI PRODUCTIONS, INC.

Section 2. This corporation is organized for the purpose of transacting any
or all lawful business.

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9-1-97

ARTICLE II - PURPOSE

Section 1. This corporation is authorized to issue 500 shares of \$1.00
par value common stock, which shall be designated "common stock".

Section 2. Every shareholder, upon the sale for cash 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 issuance of fractional shares) at the price at which it is offered to
others.

ARTICLE III - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial offices of this corporation is 6681 - 49th
Street North, Pinellas Park, FL 33781 and the name of the initial registered agent of
this corporation at that address is MICHAEL J. HALPRIN.

ARTICLE IV - DURATION

Section 1. This corporation shall have perpetual existence and shall become effective September 1, 1997.

ARTICLE V - DIRECTORS

Section 1. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

MICHAEL J. HALPRIN	6681 49th Street North Pinellas Park, Florida 33781
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ARTICLE VI - INCORPORATORS

Section 1. The name and address of the person signing this document is:

MICHAEL J. HALPRIN	6681 49th Street North Pinellas Park, Florida 33781
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ARTICLE VII - BYLAWS

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

ARTICLE VIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of such candidates.

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ARTICLE IX - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

TALLAHASSEE, FLORIDA

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officers or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

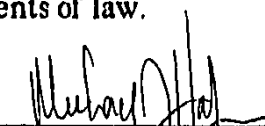
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of August 1997.


MICHAEL J. HALPRIN

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I HEREBY accept the designation as Registered Agent of the corporation set forth in the foregoing Articles of Incorporation for service and process and for the purposes and in accordance with the requirements of law.


MICHAEL J. HALPRIN

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MICHAEL J. HALPRIN, who has produced his Florida ID and is known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHERE, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of August, 1997.

Elaine Brame
Notary Public

My Commission Expires:

