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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C. ROBERTSON *Brantons*
PHONE: (305) 672-0686 FAX #: (305) 672-9110
NAME: HILL & BRAND PRODUCTIONS, INC.
AUDIT NUMBER.....H97000013336
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...1 PAGES..... 4
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Thank you.

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Hill & Brand Productions, Inc.

Article II. Address

The mailing address of the Corporation is:
Hill & Brand Productions, Inc.
3212 Raintree Circle
Culver City CA 90230

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Hyman Hillenbrand
201 South Biscayne Boulevard, Suite 1330
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Scott Hillenbrand
David Hillenbrand

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Hyman Hillenbrand | FL Bar Member 0344702
Kroll & Tract
201 South Biscayne Boulevard, Suite 1330
Miami FL 33131
305-577-4848

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Hyman Hillenbrand
Kroll & Tract
201 South Biscayne Boulevard, Suite 1330
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 13, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 13, 1997.



HYMAN HILLENBRAND
Brian R. Fons as attorney-in-fact

Hyman Hillenbrand | FL Bar Member 0344702
Kroll & Tract
201 South Biscayne Boulevard, Suite 1330
Miami FL 33131
305-577-4848

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Hill & Brand Productions, Inc.

REGISTERED AGENT/OFFICE:

Hyman Hillenbrand

201 South Biscayne Boulevard, Suite 1330

Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



HYMAN HILLENBRAND

Brian R. Fons as attorney-in-fact

Date: August 13, 1997

**Hyman Hillenbrand | FL Bar Member 0344702
Kroll & Tract
201 South Biscayne Boulevard, Suite 1330
Miami FL 33131
305-577-4848**

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