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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: JENNIFER C. RODRIGUEZ *Brans*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PRIVATEER PRODUCTIONS, INC.

AUDIT NUMBER.....H97000013766

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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B. REGISTER AUG 21 1997

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Privateer Productions, Inc.

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TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Privateer Productions, Inc.
437 Balmoral Road
Winter Park FL 32789

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Richard L. Brown
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

Article IV. Board of Directors

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

E. Curt Rector

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.

Richard L. Brown | FL Bar Member 989721
Richard L. Brown, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
561-231-1777

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Richard L. Brown

Richard L. Brown, P.A.

2910 Cardinal Drive, Suite A

Vero Beach FL 32963

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 20, 1997.

The undersigned incorporator executed these Articles of Incorporation on August 20, 1997.



RICHARD L. BROWN

Brian R. Fons as attorney-in-fact

Richard L. Brown | FL Bar Member 989721
Richard L. Brown, P.A.
2910 Cardinal Drive, Suite A
Vero Beach FL 32963
561-231-1777

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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TALLAHASSEE, FLORIDA

CORPORATION:

Privateer Productions, Inc.

REGISTERED AGENT/OFFICE:

Richard L. Brown
2910 Cardinal Drive, Suite A
Vero Beach FL 32963

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.



RICHARD L. BROWN
Brian R. Fons as attorney-in-fact

Date: August 20, 1997

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