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SHIRLEY & LEON RUDD
8664 VIA REALE, UNIT 1
BOCA RATON, FL 33496

September 10, 1997

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

Attn: New Filing Secretary

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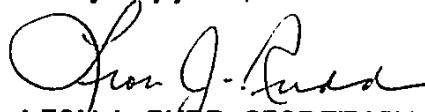
****122.50 ****122.50

Re: SHIRLEE PRODUCTIONS, INC.

Enclosed please find original and one copy of Articles of incorporation for the above named corporation together with a check in the amount of \$122.50 to cover costs of filing.

I would appreciate if you would kindly forward an approved copy together with a receipt for our records.

Very truly yours,


LEON J. RUDD, SECRETARY

enc: as stated

DNC
9/16/97

FILED
97 SEP 15 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SHIRLEE PRODUCTIONS, INC.

FILED

97 SEP 15 PH 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SHIRLEE PRODUCTIONS, INC.

ARTICLE II

The mailing address of the initial principal office of this corporation is 8664 Via Reale, Unit #1, Boca Raton, Florida 33496. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III

To engage in the business of providing consulting and general business services as permitted under the laws of the United States and the State of Florida and to do any and all things as fully and to the same extent as natural persons might or could and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of this State.

ARTICLE IV

This corporation is authorized to issue 100 shares of common stock, all of which shall have a par value of \$1.00 per share and shall have equal rights, privileges and voting power. At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI

The name of the initial registered agent of this corporation is SHIRLEY R. RUDD. The street address of the initial registered agent of the corporation is 8664 Via Reale, Unit #1, Boca Raton, Florida 33496.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is Shirley R. Rudd, 8664 Via Reale, Unit #1, Boca Raton, Florida 33496.

Article VIII

The name and address of the person signing these Articles of Incorporation is Shirley R. Rudd, 8664 Via Reale, Unit #1, Boca Raton, Florida 33496.

ARTICLE IX

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

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

ARTICLE XI

Having been made initial Registered Agent to accept service of process on behalf of the corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


SHIRLEY R. RUDD

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of September, 1997.


SHIRLEY R. RUDD