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October 1, 1997

TRANSMITTAL LETTER

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

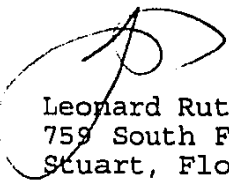
SUBJECT: MARCH FILMS, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certified copy of these articles.

A check for 122.50 is enclosed.

Best Regards,


Leonard Rutland, Jr., Esquire
759 South Federal Highway, Suite 303
Stuart, Florida 34994

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MARCH FILMS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is MARCH FILMS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 3734 SW Spoonbill Terrace, Palm City, Florida 34990.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) and the par value of each share is one dollar (\$1.00).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Jack March, 3734 SW Spoonbill Terrace, Palm City, Florida 34990.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is Jack March, 3734 SW Spoonbill Terrace, Palm City, Florida 34990.

The undersigned has executed these articles of incorporation on September 30, 1997.



JACK MARCH, Incorporator

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**Designation and Acceptance of Registered Agent
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is MARCH FILMS, INC.
2. The name of the registered agent is JACK MARCH.
3. The address of the registered agent/registered office is 3734 SW Spoonbill Terrace, Palm City, Florida 34990.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JACK MARCH

Date: September 30, 1997

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