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KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

ATRIUM PROFESSIONAL CENTRE
780 SOUTH APOLLO BOULEVARD
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428

TELEPHONE (407) 723-5646
TELECOPIER (407) 768-1147

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

November 5, 1997

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Killer Bee Productions, Inc.

Gentlemen:

You will find enclosed the original and one copy of the Articles of Incorporation of Killer Bee Productions, Inc. Also enclosed is my trust account check in the amount of \$122.50 to cover the cost of filing and a certified copy of the Articles.

Your assistance in this matter is appreciated.

Very truly yours,

KRASNY AND DETTMER



Scott Krasny

/sr
encs.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
KILLER BEE PRODUCTIONS, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
Name**

The name of this Corporation is KILLER BEE PRODUCTIONS, INC.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

The purpose of this corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

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DIVISION OF CORPORATIONS
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ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 3558 North Harbor City Boulevard, Melbourne, Florida 32935, and the name of the initial registered agent of this Corporation at that address is Brian W. Andersen. The initial address of the Corporation is 3558 North Harbor City Boulevard, Melbourne, Florida 32935.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Brian W. Andersen
3558 North Harbor City Boulevard
Melbourne, FL 32951

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows: Brian W. Andersen, 3558 North Harbor City Boulevard, Melbourne, Florida 32935.

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and

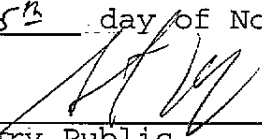
subscribed to these Articles of Incorporation in Melbourne,
Brevard County, Florida, this 5th day of November, 1997.


BRIAN W. ANDERSEN (Seal)
Incorporator & Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared BRIAN
W. ANDERSEN, personally known by me to be the person described in
and who executed the foregoing instrument and acknowledged before
me that he executed the same.

WITNESS my hand and official seal in the County and
State last aforesaid, this 5th day of November, 1997.



Notary Public

My Commission Expires:



Scott Krasny
MY COMMISSION # CC617546 EXPIRES
May 19, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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