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- * JOHN F. McGUIRE, ESQ.
- ELYSE M. McGUIRE, ESQ.
- ** JOHN A. SMITTEN, ESQ.
- * ALSO LICENSED IN MICHIGAN
- ** ALSO LICENSED IN NEW YORK

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November 10, 1997

State of Florida Dept. of Corporations
 P.O. Box 6327
 Tallahassee, FL 32314

Re: My client, T.L.M. PRODUCTIONS, INC.

To Whom it May Concern:

Enclosed please find my client's articles of incorporation and filing fee of \$122.50. Please return a proof of filing, using the enclosed envelope.

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 ****122.50 ****122.50

Sincerely,

John F. McGuire, Esq.

enc/jas
 cc: M. Gillum

BB
 11-21-97

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 97 NOV 19 AM 11:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
T.L.M. PRODUCTIONS, INC.

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The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby form(s) a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

T.L.M. PRODUCTIONS, INC.

The principal place of business of this corporation shall be P.O. Box 865, Clearwater, FL 33755.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 700 N. Osceola Avenue, #6, Clearwater, FL 33755, and the name of the initial registered agent of the corporation at that address is Mickey Gillum.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mickey Gillum; 700 N. Osceola Avenue, #6,
Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned authorized agent of T.L.M. Productions, Inc. hereunto set his hand and seal of T.L.M. Productions, Inc. on this 7 day of November, 1997.

T.L.M. Productions, Inc.
By: Mickey Gillum
Mickey Gillum

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 7 day of November, 1997, by Mickey Gillum who is personally known to me or produced as identification.




DAVID F MCGUIRE
My Commission CC300030
Expires Aug. 07, 1998
Bonded by HAI
800-422-1556

[Signature]
Notary Public
Commission Expires _____

DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE

The initial Registered Agent is Mickey Gillum, 700 N. Osceola,
#6, Clearwater, Florida 33755. By his signature below he hereby
accepts.



Mickey Gillum
700 N. Osceola, #6
Clearwater, FL 34615

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this
7 day of November, 1997, by Mickey Gillum
who is personally known to me or produced _____
as identification.



Notary Public
Commission Expires _____

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