



THE UNITED STATES
CORPORATION
COMPANY

P97000/00650

ACCOUNT NO. : 072100000032

REFERENCE : 614936 81351A

AUTHORIZATION :

COST LIMIT *Return to Post*

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV 26 PM 1:21

ORDER DATE : November 26, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 614936-005

CUSTOMER NO: 81351A

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CUSTOMER: John P. Townsend, Esq
JOHN P. TOWNSEND, ESQ

142 Eglin Parkway, Southeast
Ft. Walton Bch, FL 32548

DOMESTIC FILING

NAME: INTRINSIC PRODUCTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
INTRINSIC PRODUCTIONS, INC.

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The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of this corporation will be Intrinsic Productions, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose of this corporation is to engage in retail sales and to engage in any and all such other activities authorized to a corporation for profit under the laws of the State of Florida.

ARTICLE IV

NUMBER: The aggregate number of shares of stock that the Corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

DIVIDENDS: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of

Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

NO CLASSES OF STOCK: The shares of the Corporation are not to be divided into classes.

NO SHARES IN SERIES: The Corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the principal office of the Corporation is 142 Eglin Parkway SE, Fort Walton Beach, Florida 32548.

ARTICLE VI

The number of directors constituting the initial Board of Directors is 1, whose name and address is as follows:

NAME	ADDRESS	CITY & STATE
Ann S. Holladay	PO Box 1699	Meridian, MS 39302-1699

The initial Board of Directors shall serve until the first annual meeting of shareholders or until their successors have been elected.

ARTICLE VII

The name and address of the initial incorporator is as follows:

NAME	STREET	CITY & STATE
John P. Townsend	142 Eglin Parkway SE	Fort Walton Beach, FL 32548

ARTICLE VIII

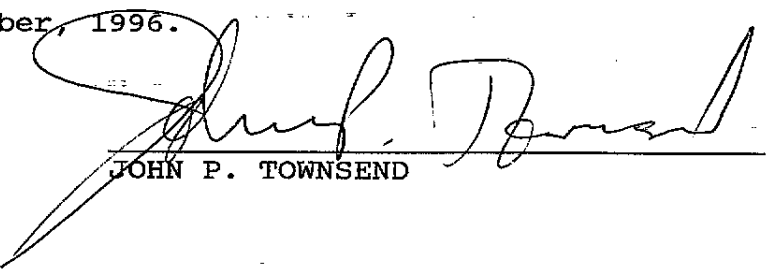
The shareholders shall have the power to amend, alter, change

or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, by a majority vote of the holders of the common stock.

ARTICLE IX

The shareholders shall have the power to adopt the by-laws for the corporation by the affirmative vote of fifty-one (51%) percent of all shareholders of the Corporation. The by-laws may be altered, amended, or repealed in whole or in part(s), from time to time at any regular or special meeting of the Corporation. The affirmative vote of fifty-one (51%) percent of all shareholders will be required to effect any alteration, amendment, or repeal of the by-laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Ft. Walton Beach, Florida, on the 25th day of November, 1996.


JOHN P. TOWNSEND

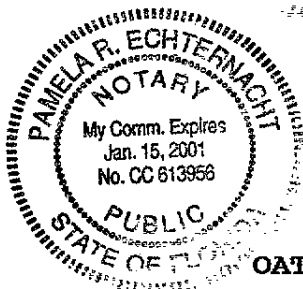
STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared JOHN P. TOWNSEND, who is known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned

and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 25th day of November, 1997.



Pamela R. Echternacht
NOTARY PUBLIC
My Commission Expires: _____

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OATH OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

I, JOHN P. TOWNSEND, having been named to accept service of process for Intrinsic Productions, Inc., at 142 Eglin Parkway SE, Ft. Walton Beach, Florida 32548, hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

John P. Townsend
JOHN P. TOWNSEND - Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared, JOHN P. TOWNSEND, who is known to be the person described in and who subscribed the above as Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Ft. Walton Beach, Florida, in said County and State this 25th day of November, 1997.

Pamela R. Echternacht
NOTARY PUBLIC
My Commission Expires: _____

