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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

PHONE: (561)775-9980

FAX #: (561)694-1639

NAME: GRASSROOTS PRODUCTIONS INC.

AUDIT NUMBER.....H97000021077

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Grassroots Productions Inc.

EFFECTIVE DATE

12-22-97

Article II. Address

The mailing address of the Corporation is:
Grassroots Productions Inc.
2455 Hollywood Boulevard
Hollywood FL 33020

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Ann B. Bradshaw
2455 Hollywood Boulevard
Hollywood FL 33020

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Lillie Harris

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Ann B. Bradshaw | FL Bar Member 848050
Law Offices of Ann B. Bradshaw
2455 Hollywood Boulevard
Hollywood FL 33020
954-922-4208

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Ann B. Bradshaw
Law Offices of Ann B. Bradshaw
2455 Hollywood Boulevard
Hollywood FL 33020

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on December 22, 1997.

The undersigned incorporator executed these Articles of Incorporation on December 22, 1997.



ANN B. BRADSHAW
by F.A. Rodriguez as attorney-in-fact

Ann B. Bradshaw | FL Bar Member 848050
Law Offices of Ann B. Bradshaw
2455 Hollywood Boulevard
Hollywood FL 33020
954-922-4208

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

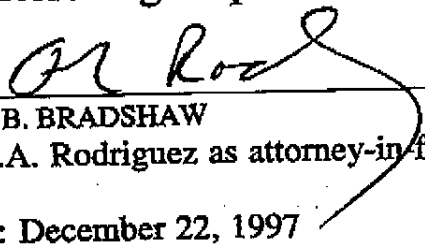
Grassroots Productions Inc.

REGISTERED AGENT/OFFICE:

Ann B. Bradshaw
2455 Hollywood Boulevard
Hollywood FL 33020

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TALLAHASSEE FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ANN B. BRADSHAW
by F.A. Rodriguez as attorney-in-fact

Date: December 22, 1997

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